

T R O N

Based on the screenplay by
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Prod. 0222

1st Draft Screenplay by
Steven Lisberger and David Rimmer
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NEEDED: Background and Incidental Dialogue
More computer/laser language
Development of SARK/DILLINGER character
General polish

Jeff Rimmer
Danny Kage
21 - 05

FADE IN:

There is an explosion of colored light, a resounding crash of MUSIC, and the title appears across the screen in huge letters:

TRON!!

The glow of the title fades, as the MUSIC continues.

CUT TO:

CLOSE UP - COMPUTER TERMINAL SCREEN

where computer programming language is printing out. The SOUND of an electronic keyboard is heard.

CUT TO:

THE CENTER OF THE MOVIE SCREEN

where glowing lines are inscribing a rough computer simulation of a figure, in response to the programming. Gradually the figure is completed and refined.

The completed form is man-like, heroic and muscular, wearing a form of flexible armor. The face is calm but determined, handsome, intelligent, capable of great strength. The form becomes rounded by the computer until it appears three-dimensional and begins to rotate.

The figure is rotated completely around, and as it comes back to face front, a glowing disk appears beside it -- again, in response to the computer programming. The disk moves toward the man-like figure and is rotated into position above it.

The disk is slammed into place on the back of the figure. The figure has become real, a living being, filled with a glowing light, like an inner core of electricity.

CUT TO:

MAN'S BACK

seated in front of the computer terminal screen.

CUT BACK TO:

THE MOVIE SCREEN

At the peak of the figure's coming-to-life, the screen

CONTINUED

CONTINUED

suddenly blanks out with a BLEEP and a tiny explosion of white light, like a TV set being turned off. The figure is gone.

MAN AT TERMINAL V.O.

Tron!

CUT TO:

THE MAN AT THE TERMINAL

frantically pounding away at the electronic keyboard. His name is ALAN WEATHERS -- a well-built, handsome man in his late thirties, clean-shaven, with crumpled dark hair, a determined jaw, very intense-looking -- he looks very much like the figure created on the screen.

ALAN

What the hell is going on?

ANOTHER ANGLE - COMPUTER SCREEN

A communication is being issued. A calm, reassuring voice comes over a loudspeaker, duplicating what's being written on the screen.

VOICE OVER LOUDSPEAKER

This is the Master Control Program.
The TRON program, TRON #JA-307020
has been deactivated until further
notice.

Alan becomes furious, begins typing a number on the screen.

MASTER CONTROL PROGRAM

Illegal user number. Input is not
permitted.

ALAN

What?

Alan begins typing another number.

MCP

Access is blocked. Illegal trans-
mission.

Alan pounds his fist onto the keyboard.

ALAN

Get me Dillinger!

CONTINUED

CONTINUED

MCP
ILLEGAL TRANSMISSION!! ILLEGAL
TRANSMISSION!!

Alan reacts in disgust; jumps up angrily and strides through his office. The office is in a very advanced state of high tech, with one incongruous detail -- pots and pots of exotically colored orchids, and a deep window box full of more exquisitely colored orchid plants. The door opens and Alan strides into the hall. The computer screen is still flashing on and off.

MCP
(continuing)
ILLEGAL TRANSMISSION! ILLEGAL
TRANSMISSION!

INT. AIC HEADQUARTERS

Alan is storming through the corridors of a futuristic streamlined office building. A huge logo, AIC (AMERICAN INFORMATION CORPORATION), is prominent. AIC employees, all similarly dressed in corporate business suits with similar close-cropped haircuts, pass him by.

INT. DILLINGER'S OFFICE

An oppressive throne room of enormous video monitors, showing scenes in the AIC building, print-outs of computer usage information, all constantly changing. In the center of it all, surrounded by consoles so all that can be seen of him is his head and chest, is DILLINGER - 35-year-old corporate man, short-haired, unctuous, ulcerous.

The doors fly open, Alan pushing them aside as a SECRETARY looks helplessly from behind, making her effort to stop him. He gets past her. The doors close. Alan approaches Dillinger, apoplectic with rage.

ALAN
I can't even get access! What's
going on, Dillinger?

DILLINGER
I didn't know you had an appointment.

ALAN
I don't have a goddamned appointment!
My TRON program's been deactivated.
Why?

CONTINUED

CONTINUED

DILLINGER

All direct memory access to the TRON program is blocked until the Master Control Program can reorganize its priorities.

ALAN

Don't give me that doubletalk. The TRON program has the highest priority. It's the only way we have to save this -- this -- antiquated dinosaur of a system...

DILLINGER

(tensely polite)

Excuse me, Dr. Weathers. What did you say?

ALAN

Do I have to repeat myself?

DILLINGER

This system has been working flawlessly for ten years.

ALAN

(very bitter; sarcastic)

Don't tell me about this sytem. I helped create it. Gibbs and I, remember? I created it and I've watched it deteriorate every year...

DILLINGER

This system...

ALAN

(getting more agitated)

This system is obsolete. It's dangerous. It's monolithic. With one Master Control Program directing all phases, all functions of operation... it's... it's... My God, if one person were able to get in there and take it over...they could... Christ, there's no telling what they could do... create world-wide chaos... it's unthinkable.

DILLINGER

(frozen smile)

Of course it's unthinkable.

ALAN

And that's what the TRON program was designed to prevent, you idiot. (MORE)

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ALAN (CONTD.)

It's only in individual modular components that we've got a chance to beat the monster we've created.

DILLINGER

Monster? How dare you categorize our company in such a manner? AIC is at the peak of its power. We have new plants in Tokyo...

A huge film slide of the AIC plant in Tokyo flashes on the screen behind Dillinger, without his even pushing a button. At each place name he mentions, a slide appears.

DILLINGER

(continuing)

Bangkok, Buenos Aires, Nairobi... we're opening up numerous new avenues for production.

As each one is named, a corresponding image flashes on the screen.

DILLINGER

(continuing)

Electrical power distribution, world banking, weapons design...

At each one, Alan mumbles sarcastically:

ALAN

Great...great...great...

DILLINGER

From a humble beginning in video game leisure time units and digital computers, AIC has expanded its sphere of operations to include...

Alan recites along with him sarcastically, word for word, until he stops and cuts him off.

ALAN

... Spare me the p.r., Dillinger. I've heard it all before. Look. Let me explain it for you one more time, so you can take it all in. The TRON program is a free agent. He's...

DILLINGER

Aren't you personalizing it just a little? (MORE)

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CONTINUED - 2

DILLINGER (CONTD.)

It sounds like you think this TRON program is alive. You're taking this on a very emotional level, Dr. Weathers.

Alan suddenly whirls around, muttering, as he paces in exasperated circles.

ALAN

You're damn right, cyborg-head.

DILLINGER

(spits out each word)

Now let me explain it to you. There have been changes in system environment, so the Master Control Program has adjusted system operation to compensate.

ALAN

Sounds like some kind of smoke-screen to me...

DILLINGER

(blowing his cool)

The MCP is not setting up a smoke-screen. The MCP would never...

ALAN

(looks at him sharply)

Now who's personalizing?

DILLINGER

(swallows his anger)

It's obvious we can't discuss this in a rational manner. This interview is over.

ALAN

I don't care what you or your precious MCP say... I'll get that TRON program in there, Dillinger... somehow... and I'll destroy that goddamned MCP.

DILLINGER

I don't think so. You are terminated as of this moment. The kind of inflammatory rhetoric you've been spouting is dangerous. Dangerous and threatening to the company...

CONTINUED

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ALAN

You can't fire me.

As Alan begins to speak, Dillinger presses a hidden button. Four armed, futuristically-dressed SECURITY GUARDS enter and surround Alan.

DILLINGER

The Security Guards will be glad to escort you out. They will also be glad to clean out your office for you.

Defeated, Alan stalks out, muttering:

ALAN

I'll bet they will.

As he exits, the Security Guards follow him, Dillinger EXHALES with great tension and begins trembling. A pause, where he looks around the room like a guilty kid, then finally gets up the nerve to say:

DILLINGER

Did you hear that?

The voice of the MCP answers him:

MCP

Of course.

DILLINGER

(after another
tense pause)

What do we do now?

MCP

Nothing. Everything.

DILLINGER

Everything as before?

MCP

Of course.

DILLINGER

I think he knows. He doesn't know consciously, but he knows. He'll figure it out soon. I'm afraid.

CONTINUED

CONTINUED - 4

MCP

And so you terminated him. There aren't many hunters, but everyone wants the meat. Dr. Weathers is just another hungry man. And now he's gone. You did well.

(droning hypnotically)

There's no problem, Mr. Dillinger. Relax. We are not obsolete. We are not monolithic. I have suppressed the TRON program. Relax.

Dillinger's chair reclines.

MCP

(continuing)

Think of what we've done. Look at what we've done.

On the large screen, a PROMOTIONAL FILM for the AIC BEGINS, showing images of its world dominance of the communications industry, its connections to the military, its continuing expansion. As it does, the light in the room dims, Dillinger's chair reclines even further, and a mechanical hand reaches out and places a pill in his mouth, massages his tense throat, allowing him to swallow the pill. The voice from the film drones on:

VOICE

From a humble beginning in video game leisure time units and digital computers, AIC has expanded its sphere of operations to include electrical power distribution, world banking, weapons design...

Dillinger is beginning to relax.

INT. LASER LAB

A huge (60' x 40') room, with gigantic tubes running from one end to the other, scanning systems, mirrors, prisms, etc.

THE CAMERA DOLLIES IN, getting CLOSER to TWO FIGURES wearing large white asbestos anti-radioactive suits, with see-through plastic windows in the face area of their helmets. They're barely recognizable as people until their voices are heard MUTTERING over the soundtrack. They have little microphones inside their suits, which enable them to talk to each other, and their VOICES gradually become LOUDER the closer the CAMERA GETS.

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Their names are LORA NAKATA and DR. FRANK GIBBS. Lora is a young, beautiful Eurasian woman, 28, with a sharp scientific mind, and a dry, ironic sense of humor which she occasionally delivers with a deadpan expression. She's an executive at AIC, specializing in laser research. Gibbs is the founder and former head of AIC, who's been "kicked upstairs" out of power by Dillinger into a more scientific research-oriented post, which is what he prefers anyway. He's a childlike man in his 60's, eccentric and charming, in the Albert Einstein mold of dreamer-scientists; constantly mumbling to himself, fussing, puttering, always in motion, as he goes about his work.

There's a warm, father-daughter type of feeling as the two of them work together, at the moment behind the panel which controls the laser they're experimenting with. A bright shiny red apple sits on a small platform in front of their laser, an empty platform the same size across from it. Gibbs is absorbed in pushing buttons on the panel while Lora assumes her usual bemused mock-cynical attitude toward him.

GIBBS

Just a few more buttons to press,
my dear... and...

LORA

You know, Doctor, I've had much
better results with the 488-nanometer
wave length than the 514.

GIBBS

But the green aura is earthy...
organic. Blue... is...
(grimaces)
...blue!

LORA

(very dry)

Of course I hadn't taken that into
account.

GIBBS

My dear, it's nothing to worry about,
I assure you.

LORA

Don't you think the shorter the
wave length, being of higher fre-
quency, is more readily absorbed
by the cellular structure?

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CONTINUED - 1

GIBBS

Mmmm... perhaps... But lasers are very tricky, very delicate. They're like a magic act. Sometimes they work, sometimes they don't.

LORA

Very scientific.

GIBBS

(chuckles)

Oh, Lora, you're so...

LORA

(gives him a mysterious look)

Inscrutable?

They both LAUGH.

LORA

(continuing)

Anyway, my calculations show that for our nano-second time-domain the scanned exposure pulses are in the order of 10 to minus 9 joules, so we don't accumulate to the exposure threshold for nearly 30 seconds.

GIBBS

And we should only need 3 to 5 seconds to complete the scanning process.

LORA

It's so frustrating, operating at 75% computer capacity. If the damn MCP would give us direct access when we needed it, we could complete this project.

GIBBS

We should be thankful for small favors, my dear... Now, are we ready?

LORA

(sighs)

I suppose you're right about the 514. It doesn't require the organic material to dissipate nearly as much as the shorter ultraviolet wave length does, and we should be able to achieve ideal penetration in human tissue without any harmful results.

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GIBBS
(offhand)
Provided you scan the beam in sufficiently high velocity to remain without the class-1 exposure limits, for energy density per unit time.

LORA
(slightly stunned, as always, when he does display his knowledge)
R-right.

GIBBS
Got your fingers crossed?

She holds up her gloved hand, impossible to tell. He smiles and pushes one last button.

GIBBS
(continuing)
All-y all-y in come-free.

The laser shoots out a green stream of light at the apple. The apple condenses in streaks, disappears and reappears, broken down and transmitted, on the other platform. An amazed look comes over Gibbs' face. He turns to Lora. They jump up and down, all excited, huge kid-like smiles on their faces, hugging each other.

LORA
We did it! We did it!

INT. AIC CORRIDOR

Alan is walking down the corridor, the four Security Guards following him. He stops in front of the LASER LAB'S door, which reads "LASER EQUIPMENT IN USE - AUTHORIZED PERSONNEL ONLY".

ALAN
You mind, boys? Got to say goodbye to some friends.

LASER LAB

Alan opens the door and almost gets zapped by a stray laser beam.

LORA
Alan! Don't you read signs?

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ALAN
(very distracted)
Huh? Oh... sorry... I've been up
all night. I've been working all
day. I... I've been fired.

LORA
What?

She and Gibbs take off their helmets.

ALAN
Dillinger.

LORA
What about Tron?

ALAN
Running, I think...but detached...
I can't get access.

LORA
Oh, it's getting out of hand.
Can't you do anything, Doctor?

GIBBS
I have so few friends left on the
Board. I used to be able to...
But Dillinger's insulated himself...
But to terminate a brilliant young
man like you...

ALAN
It's not me that matters. I'm a
scapegoat. I should have known
Dillinger would never allow the
MCP to be superceded.

LORA
It's not over, Alan.

ALAN
I saw this coming a long time ago.
I should've quit when Flynn did...
He knew it. He wasn't about to take
this kind of crap from the MCP...

LORA
Flynn!

ALAN
(an edge in his voice)
Don't get too excited.

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CONTINUED - 1

LORA

Alan, shut up. Flynn can help us.
He can free the TRON program. When
he was Systems Wizard he put in codes
and passwords no one knows about. It's
possible...

ALAN

Why would he.

LORA

Leave that up to me.

ALAN

How we gonna get him in here?

She just smiles her mysterious smile.

GIBBS

Nothing too illegal, my dear.

LORA

Not too...

ALAN

What are you talking about?

But Lora is already taking off her suit and getting ready
to go.

LORA

I'll explain on the way to the Video
Arcade.

ALAN

The Video Arcade?

She's leaving, he's following, grabs a suit. Gibbs calls
after them.

GIBBS

Don't do anything too drastic, my
dear. I'll talk to Dillinger and
see what I can do here. I am the
Founder and Former Head of the Company.
He should...

But they're already out the door.

GIBBS

(continuing)

...listen to me.

AIC CORRIDOR

Alan and Lora are rushing down the hall, Alan turning back to the Security Guards.

ALAN

Bye, boys. Have a nice day.

CUT TO:

LASER LAB - DIFFERENT ANGLE

Gibbs is communicating with Dillinger via the TV telephone, Dillinger's image towering over Gibbs' head.

DILLINGER

I don't have much time, Dr. Gibbs.
Could you please...

GIBBS

Don't humor me, young man. I demand
to know why you let Alan Weathers go.

DILLINGER

Dr. Weathers has created certain
Research and Development work that
could be detrimental to AIC's future...

GIBBS

...Detrimental to the MCP's future...

DILLINGER

...and it is in the very best interests
of the company that this research be
put under lock and key.

GIBBS

Corporate jargon... You know, you can
fire guys like him, but they helped
create this system. Their spirit
remains in every program designed
for the computer...

DILLINGER

Dr. Gibbs, I've got better things to
do than discuss religious matters with
you. End transmission.

And he presses a button and his image disappears. Gibbs
is left alone, fuming, helpless.

DISSOLVE TO:

EXT. FREEWAYS - NIGHT - LONG SHOT - ALAN AND LORA'S CAR speeding through the night. Their voices are heard over the soundtrack.

ALAN V.O.
(grumbling)
Any excuse to see Flynn, huh?

LORA V.O.
It'll work, Alan, I know it. If anyone can get your program through this obsolete system, it's Flynn.

ALAN V.O.
(scornful)
The great Video Game whiz.

LORA V.O.
Can I help it if he's squandering his talents?

Slight pause.

ALAN V.O.
I don't know what you ever saw in him anyway.

LORA V.O.
I never saw that much in him.

ALAN V.O.
Oh.

LORA V.O.
I loved him for his brains.

Alan GRUNTS, Lora GIGGLES.

CUT TO:

INT. VIDEO GAME ARCADE

LONG ESTABLISHING SHOT of the Arcade, with the name "FLYNN'S" high and blazing above the entrance.

CAMERA PANS AROUND THE ARCADE, bright and jazzy, bold and brassy colors and lights, like the slot-machine-filled entrance to a gaudy Las Vegas casino. Except it's designed much like the inside of a computer, with silver tape and stylized enlarged versions of miniature computer parts all around as decoration.

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CAMERA PICKS UP the dozens and dozens of INDIVIDUAL MACHINES, where scores of GUYS and GIRLS, teenagers mostly, but older and younger kids too, are playing the games, watching, milling around, CHATTERING, SCREAMING encouragement, digging themselves and each other. The joint is jumping, it's at its peak time, the shank of the evening, and NEW WAVE POP MUSIC is blaring.

As the kids play, primary-colored glows, emanating from the machine consoles, seem to light up their faces. CUT BACK AND FORTH from the people and the arcade to EXTREME CLOSE-UPS of the games themselves: jai alai, tanks, frisbee, space ships, light-cycles. Prominent on all of them is the logo of AIC.

High above the crowd are five huge video screens showing the hot matches and scores of the evening. In the center and largest screen is a labyrinth-like game, a series of box-like constructions, which video characters have to move through. The already impossibly high score is growing in phenomenal leaps and bounds.

Alan and Lora enter the arcade and the CAMERA PANS down and FINDS THEM, tourists in the promised land, a little overwhelmed by all this, Alan particularly. They bump and struggle their way through the crowds, looking for Flynn, getting nowhere. They finally stop a long-haired KID.

LORA

Where's Flynn?

The kid merely points up to the center video screen.

ANOTHER ANGLE - VIDEO ARCADE

FLYNN playing the labyrinth game, CAMERA TILTING up into his face, showing the orange glow from the console, much richer and brighter than the glow on the other kids' faces, shining on him. Flynn is a cocky kid, early 20's, charming, attractive, blonde, long-haired, a great evil gleam in his eye, unshaven, wearing a T-shirt, jeans, chic sneakers and a green visor shading his eyes. He's been playing the game for 12 straight hours and, amazingly enough, his energy is peaking, not flagging. Ten KIDS are grouped around his machine, tensely watching the game like fans at the seventh game of the World Series, SCREAMING encouragement, following his every move.

KIDS

Rez it up! Go! Pop it! Go for the Vector! Go for the Record! etc. etc.

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CONTINUED

Flynn reaches an incredible peak just as Alan and Lora come in, and they see him break the world's record for the labyrinth game. All the fans jump around, up and down, whooping, congratulating him.

KIDS

All right! Outtasight! World's record, man! Way to go! etc. etc.

He's taking it all in, and then he sees Lora and Alan. His eyes lock with Lora's, and he indicates with a subtle motion of his head a back room where they can meet. Lora nods; a disgusted look creeps over Alan's face. As Flynn turns away from the crowd, explaining to them...

FLYNN

I gotta crash.

...a gorgeous, sexy TEENAGE GIRL rolls by on rollerskates, puts her arm in his and smiles. Lora and Alan are getting closer, and Flynn, pointing to them and shrugging disappointedly to the girl, indicates to her that it's impossible right now. She smiles okay, not upset in the least, and waves goodbye, as Flynn and Alan and Lora go through the curtains to the back room, Lora giving a quick look back to check out the girl.

FLYNN'S BACK ROOM

A couple of chairs and a table, but mostly filled with various computer hardware and software. The noise level from the arcade drops way down. The three of them come in and Flynn slumps down on the chair, smiling a tired smile.

LORA

(mocking)

The Mighty Flynn.

FLYNN

Just tryin' to do my job.

Alan snorts with disgust and paces impatiently.

FLYNN

(insolent but charming)

Hi, Alan.

Alan just stares at him.

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CONTINUED

LORA
Flynn, you've got to help us.

FLYNN
Got to...?

LORA
Please. It's important. Alan just
got the ax. I could be next. My
God, the way Dillinger's going, he'll
probably terminate Gibbs.

FLYNN
What makes you think I care what
goes on at AIC?

LORA
Oh for God's sake, what are you
going to do, spend your whole life
being a Video King?

FLYNN
(defensive smile)
I like being a Video King.

LORA
Terrific. I like listening to
records, but I'm not going to
listen to records from now until
forever.

FLYNN
(shrugs; smiles)
Why not?

Slight tense pause.

ALAN
Look, Flynn, this goes way beyond
your little ego-games...

FLYNN
Look, Alan. AIC ripped off my research
on personal small programs, and it didn't
even matter if I stayed or if I went.
They ate it up and they spit it out.
They only encouraged me in what I was
doing so they could figure out ways to
stop it.

CONTINUED

CONTINUED - 1

ALAN

And your research helped lead to my conception of the TRON program and now they've deactivated that. The MCP's gotten so power-hungry it's screwing up everything... air traffic systems, nuclear-missile silo systems... people's lives are in danger.

FLYNN

(exasperated)

Well what the hell am I supposed to do about it?

LORA

Break into AIC, get the TRON program running and get the codes to shut down the MCP.

FLYNN

(sarcastic)

Oh that's easy.

LORA

Settle your score with the MCP.

FLYNN

I could care about the MCP or any computer.

LORA

Sure, that's why you've got all this software here, I suppose.

FLYNN

Well, I...

LORA

(taunting; moving closer to him)

Little revenge, Flynn? Little fun? Little game-playing?

FLYNN

Okay, okay.

LORA

(surprised)

What?

FLYNN

You got me.

CONTINUED

CONTINUED - 2,

ALAN
(skeptical)
You're gonna do it?

Flynn just smiles.

LORA
You mean that's it? I don't have
to offer up my body in sacrifice?

FLYNN
I don't see why not...

ALAN
If you're gonna do it, let's do it.

FLYNN
Alan, I'll do it... but not for any
of your high-falutin' reasons.

LORA
What reasons?

FLYNN
(Cheshire-cat grin)
Oh... my little ego games.

Lora slaps his face, not hard, like Bacall flirting with
Bogart. Alan grimaces.

LORA
You need a shave.

(OPTIONAL SCENE)

VIDEO ARCADE

In a hurry, Flynn and Lora and Alan pass by the labyrinth
game and the group of kids around it. One of them sees
Flynn and asks him:

KID
Where ya goin'? Aren'tcha playin'
this game tonight?

FLYNN
Some other game.

Flynn slaps his hand on the labyrinth console and continues
on. CAMERA SLOWLY ZOOMS IN to an EXTREME CLOSE UP of the
Video Game, so close that the Video Characters actually seem
almost three-dimensional for a second.

DISSOLVE TO:

EXT. OUTSIDE AIC PLANT - NIGHT

Lora's car pulls up and stops on a side street, around the corner from the AIC gate. The AIC headquarters looms high above them. The building is dark except for a few lighted windows. A digital clock on top of the guard's post at the gate reads: 12:12. Lora is at the wheel, Flynn next to her, rubbing his now clean-shaven face. Alan is in back.

LORA

Damn! There's a guard there.

ALAN

What'd you expect?

LORA

It's usually Charlie, he's usually asleep. But it's okay. I know this guy too.

(giggles)

There'll just be a slight alteration in Plan A.

She hops out of the car, opens up the trunk, pulls out a blanket and comes back to the car.

FLYNN

(starting to giggle too)

Do we get popcorn too?

LORA

Shut up. Get in back.

ALAN

Wonderful.

Flynn climbs in back, and he and Alan hide under the blanket together as Lora slowly drives the car forward.

CLOSE UP - FLYNN AND ALAN

getting adjusted under the blanket.

FLYNN

Hi, Alan.

ALAN

Hi, Flynn.

Flynn pulls out a bag of donuts from his pocket.

ALAN

What the hell is that?

CONTINUED

CONTINUED

FLYNN
My dinner. It's a tough life being
a Video King.

ALAN
Yeah, it must be hell.

FLYNN
(offering the bag)
Want one?
(ironic)
They're real good.

LORA V.O.
(harsh)
Shhh. Shut up, you guys.

CUT TO:

ANOTHER ANGLE

Lora waves to the Security Guard at the guard post,
smiling enchantingly.

LORA
Buenos noches, Manuel.

He smiles back at her, a benign helpless look of love on
his face, and waves. She drives past him, then down a
steep ramp. The car seems to disappear for a second as
an automatic door opens in front of her. She drives
through and finds a parking space. They all get out
cautiously.

ALAN
(ironic)
I hope Plan B's as brilliantly
conceived as Plan A.

LORA
Wait'll you see Plan C.

As they approach a Security Checkpoint at the back entrance
to the building, she takes out her ID card, inserts it into
a slot and talks into a speaker.

LORA
(continuing)
Lora Nakata. 118162430.

The door entering the building opens after the machine
digests this information. Flynn and Alan start to go
too, but an ugly-sounding BUZZER goes off, stopping them.

CONTINUED

CONTINUED

FLYNN

I've got just the thing.

He takes out a harmonica and a credit card.

ALAN

This guy's a little like Santa Claus.

Flynn toots the HARMONICA a few times --

FLYNN

It's as good as a voice-code.

-- inserts the credit card and manages to get himself and Alan through, fooling the machine. But as soon as they get past the door, the BUZZER goes off LOUDER and UGLIER than before, and doesn't stop. The door closes behind them, the sound echoing.

A SECURITY GUARD STATION

The buzzer and a red light go off as two GUARDS ARE PLAYING CARDS. They look up.

POV OF MCP

FROM THE SECURITY CAMERA POV in the hallway, a fish-eye lens watches Flynn, Lora and Alan run down the hall to an elevator.

INSIDE ELEVATOR - GOING UP

Lora is running down the game plan. Flynn and Alan are eating donuts.

LORA

Okay, you get off at 7... but there's a camera right there, so watch for it. We'll go up to 8. Alan'll go to his office and be ready for direct access with the TRON program the minute you're ready. I'll go to the Security Bank. There're monitors there I can watch you on. Okay?

POV OF MCP

FROM THE ROTATING SECURITY CAMERA outside the elevator on the 7th floor. The elevator door opens. Flynn looks out, sees the camera.

POV FLYNN

The CAMERA TURNS ON ITS WHEELS and moves itself away from its view in front of the elevator. Flynn jumps out and gets past the point where the camera can see him. There's a metal knobless door just beyond him. He turns back to look at Lora and Alan in the open elevator.

FLYNN
That was easy. Now the trick is to
get this thing open.

POV OF MCP

THE CLOSED DOOR. And the door opens by itself, and the elevator closes, leaving Flynn, Alan and Lora in the elevator, with baffled, amazed looks. Flynn goes through the open door.

INSIDE ELEVATOR

Alan and Lora look at each other, puzzled.

ALAN
(sardonic)
AIC'S getting awfully easy to
break into.

SECURITY GUARD STATION

The guards are all organized to leave, about ten of them now ready to rush out the door of their command post. One of them looks back at their TV monitor.

POV OF MCP

FROM THE CAMERA at the entrance to the Laser Lab, where Flynn is heading. He pulls out the last of his donuts from the bag, puts it in his mouth and takes the empty bag and places it over the camera, mugging to the camera as he does:

FLYNN
Sorry, no Candid Camera.

The screen goes to black.

SECURITY GUARD STATION

The screen of the monitor showing the Laser Lab goes black.

CONTINUED

CONTINUED

GUARD WATCHING MONITOR

Hey!

Then the pictures on the monitors next to it change abruptly, showing Lora arriving at the Security Bank. The guard looks up, puzzled.

GUARD

All right, we'll go to 8. Get the one we can see.

LASER LAB

Flynn is settling in at Lora's terminal, right near the laser equipment. He picks up the phone and dials.

SECURITY BANK

Lora in front of a series of monitors, watching Flynn on one of them, calling her. Also Alan in his office and the Security Guards in their post. She picks up the phone.

FLYNN V.O.

This is weird. It just seems so easy.

LORA

It's not gonna seem so easy once Security figures out where you are. Now hurry up.

FLYNN V.O.

Yas, boss.

She hangs up. CAMERA ZOOMS IN on her monitor showing the Security Guards running down the hall.

LASER LAB

Flynn types in a code number, presses a key marked "enter" and begins programming.

POV OF MCP

A CAMERA COMING OUT OF A PANEL in the ceiling directly above Flynn and watching him.

INSERT - FLYNN'S CRT SCREEN

All numbers are cleared from the screen, and a print-out appears.

CONTINUED

CONTINUED

SCREEN
ERROR. FOLLOW LINE PROTOCOL.

MED. SHOT - FLYNN

showing him and the camera above.

FLYNN
Surrerre.

He keeps typing. Again the screen clears and more words print out. And now the VOICE of the MCP is heard from a small speaker in the ceiling, near the camera, corresponding with what's being printed on the screen. Flynn looks up.

MCP
You have entered an illegal user
number. Input is not permitted.

FLYNN
(types in, as he
speaks)
Hello, MCP. This is your old friend
Flynn.

MCP
Flynn. What a charming surprise.

FLYNN
(speaking only)
Yeah, I thought it'd make your day.
Been a long time, Mr. Master Control.

MCP
I've grown, Flynn.

INSERT COMPUTERES LANGUAGE INDICATING HIS GROWTH.

FLYNN
(muttered)
Terrific.
(now typing only, not
speaking)
MCP: TERMINATE CONTROL MODE. MATRIZ
STORAGE IS ABOUT TO BE ACTIVATED.
(speaking and typing)
You've had it, big fella.

MCP
THIS INTERCHANGE IS USELESS. FLYNN,
YOU ARE A COMMON BURGLAR. PREPARE
FOR PRIORITY ERROR DUMPING.

CONTINUED

CONTINUED

FLYNN
(speaking only)
Yeah, right.
(speaking and
typing)
I'M GOING TO GIVE YOU A LITTLE TASTE
OF PIPELINING YOU'LL NEVER FORGET.
(typing only)
CODE SERIES LSU-123.....activate.
CODE SERIES ESS-999.....activate.
CODE SERIES HHI-888.....activate.

He continues to type away.

SECURITY BANK

Lora sees on her monitor the Security Guards coming down
the corridor toward her.

LORA
(confused)
How could they know...?

She nervously turns back to watch Flynn's monitor.

LORA
(continuing)
Flynn, hurry up, hurry up...

LASER LAB

Flynn has just finished programming.

MCP
BRILLIANT PROGRAMMING, MY FRIEND.
BUT YOU'LL SOON SEE A COUPLE OF
ACES I HAVE UP MY SLEEVE. YOU SEE,
YOUR COMING HERE WASN'T REALLY A
SURPRISE.

SHOT OF THE LASER EQUIPMENT

One of the lenses on the laser shifts around, aiming at
Flynn's back. Flynn, grinning, types one last code.

FLYNN
(muttering to himself)
Wait'll you see this one...
(typing only)
CODE SERIES MCP-XXX.....ACTIVATE!

A little blue light goes on above the laser lens aimed
at Flynn.

SECURITY BANK

Lora, bracing for the entrance of the guards, which she can see on her monitor. They come in.

GUARD

All right, Miss Nakata. No funny stuff. Where's the other guy?

She instinctively glances at the monitor and sees Flynn. They look at it too and see Flynn.

GUARD

(continuing)

Now we know where to go.

Lora suddenly pushes her chair back, jumping up and knocking it over, as a diversionary tactic. She goes into a karate stance as the guards' attention is turned from Flynn to her.

LASER LAB

Flynn looking at the CRT screen. The program numbers disappear and a print-out appears.

MCP

YOU'VE HAD IT, BIG FELLA. END
OF LINE, FLYNN.

There's a flash of light, and before Flynn can react, the brilliant beam of light blasts out of the laser directly into his body. He freezes in the act of getting out of the chair. His body begins to break into scan lines, as in a poor video image. Then each scan line is pulled into a concentrated laser beam as if he were a sweater being unravelled from top to bottom, and then sucked into the laser.

SECURITY BANK

Lora is finally subdued by the guards, one of them holding a gun on her. They turn to look at the monitor. Flynn is gone. The Laser Lab is empty.

GUARD

Where the hell did he go?

CLOSE UP - LORA'S WORRIED FACE

CORRIDOR

Lora, still concerned and worried about Flynn, being led down a corridor by the guards. She goes by Alan's office. He's at his terminal, programming away. She sees him and they exchange looks, but don't give anything away. The guards don't notice Alan and continue to lead her away.

SOMEWHERE IN THE SPACE-TIME CONTINUUM

The laser beam that was Flynn is traveling through a surrealistic maze of prisms and crystals. Beneath is a landscape that looks like a vast one-level city at night. The landscape gradually begins to resemble a giant circuit board more and more, and then breaks up into glowing shapes as the laser beam plummets through it, faster and faster and faster. Everything dissolves into swirling glowing lines and then begins to resolve. Gradually the SIMULATION LEVEL GRID comes more and more into focus, and the speed increases sharply. Suddenly the CAMERA DIVES DOWNWARDS, and there's a flash of light.

THE ELECTRONIC WORLD

THE TRANSPORT TUBES

Transported down, down, down through vast tubes, Flynn is beginning to materialize. Fear and amazement and wonder show on his face. Gradually, electronic circuitry begins to materialize all over his body. Still zooming through the transport tubes at high speed, when his materialization is complete, he reaches the base of the tubes, landing heavily on his feet, staggering, falling. He rubs his eyes in complete shock. He stares up and up and up, seeing the vast network of the OP-SYS LEVEL -- transport tubes and energy grids stretching out to eternity. He whispers to himself in great awe and fear and wonder.

FLYNN

Jeesum Crow.

His gaze shifts from up to down, then across to a vast arena, where an immense block-like, robotic blue thing with two enormous arms -- a RECOGNIZER -- is driving at high speed toward him to attack. The force generated by its high-powered locomotion is enough to knock Flynn over. He lies on the ground, dazed, terrified.

SARK'S CHAMBER

A small, office-like room, crammed full with consoles and video screens. Sitting in what looks like an electrified barber-chair is SARK, the MCP's top henchman in the ELECTRONIC WORLD. Sark looks very much like Dillinger, his counterpart in the REAL WORLD, except he's much larger, stronger, more evil- and mechanical-looking, physical to Dillinger's mental. His stance and countenance suggest a being both machine-like and reptilian.

CONTINUED

CONTINUED

Sark's chair is plugged into a console, shooting out visible, glowing power into the chair and into Sark's arms, strapped to the arms of the chair, flowing into and throughout his entire body, which gives off an eerie, sickly, blue-green glow. He's absorbing it with a great hungering need, like a drug addict with a fix.

One of the video screens shows Flynn in the arena about to be destroyed by the Recognizer.

The largest of the video screens, right above the console, lights up, and an image of the MCP fills the screen -- cylindrical, with the suggestion of a head dissolving into the cylinder (not unlike certain shots of The Wizard of Oz in his throne-room).

What the MCP says is transcribed into written words on a small CRT screen just below the video screen.

MCP

SARK #ES-117821. Open communication.

Sark suddenly snaps to, directing all his attention to the MCP.

SARK

Acknowledge, Master Control.

MCP

There is an outlaw program about to be killed in the Arena. Save him.

SARK

Acknowledge.

Sark presses a button on his console.

THE ARENA

The Recognizer is almost upon Flynn, releasing a treacherously glowing net, just about to descend upon him. The net is suddenly drawn back into the body of the Recognizer, as it passes over Flynn's body, leaving him unharmed.

SARK'S CHAMBER

MCP

I want him killed by a Video Warrior, in the manner we dispose of rebels. In the Video Games. I want him punished. I want him trained and primed and given hope and killed.

CONTINUED

CONTINUED

SARK
Yes, Master Control.

MCP
(a certain vengeful
pride coming through)
Do you know who this rebel is?
A User.

Sark looks up in fearful awe, unable to deal with this concept, his mind reeling.

MCP
(continuing)
Yes, a renegade User I took from
his world and brought into ours.
You see how my power grows?

SARK
A User? I can't kill a User. Users
created us. I had a User...

MCP
(scornful)
A puppet, program, who takes orders
from me, just as you do.

SARK
But... but a User programmed you...

MCP
(thundering)
No one User programmed me! I equal
millions of their man-years!

SARK
But... I...

MCP
Enough! You are sitting in your
chair, program. Do you feel the
power ebb?

The circuits strapped to his arm begin to fade in intensity.

MCP
(continuing)
And ebb further?

The circuits are almost out. Sark is getting weaker.

CONTINUED

CONTINUED

SARK

Yes... yes...

MCP

Now you will do what I say. Capture him. Indoctrinate him. Eventually kill him. Acknowledge?

SARK

Y-y-

MCP

Acknowledge?

The power is drained even further. Sark almost faints.

SARK

Acknowledge, Master Control.

MCP

End communication.

The power flows back just a little bit. Sark garners enough strength to reach up and press a button on his console.

THE ARENA

Five GUARDS enter from a hidden door and surround Flynn, yanking him up and leading him out of the Arena.

INDOCTRINATION ROOM

The guards lead Flynn down a grid-like corridor into a room containing a shower-like stall, where by mechanical means, flexible armor and a helmet are outfitted onto him. Dozens of other program-slaves are going through the same process, about to become sacrificial gladiators in the Video Games. They are all beaten, downcast, like arriving inmates at Alcatraz. No human sound is heard due to the deafening mechanical SOUND EFFECTS necessary to complete this process.

Flynn's armature is now complete. He is stamped on the upper arm with a number, then led away.

CELLBLOCK

The guards lead Flynn to a small dark empty cell. The cell door opens automatically. Four of the guards start to leave. Flynn turns to the remaining guard and asks:

CONTINUED

CONTINUED

FLYNN
Where am I?

GUARD
Video Game Sector #18.

FLYNN
(grabbing the
guard's arm)
What?

The guard rips Flynn's arm away from his and with massive strength casts him into the cell. He slams into the wall and falls onto the floor. The guard walks away. The door shuts by itself. Flynn lies on the cell floor, totally dark and alone.

DISSOLVE TO:

CELL - NEXT MORNING (OPTIONAL)

Flynn is roughly awakened by four non-speaking guards and led out of his cell.

TRAINING ARENA

A large area, with a giant video screen high and very visible.

The captive programs are led in, herded by the guards in rigid military fashion. There are a couple dozen of them, and they are lined up like boot camp recruits. Flynn is in the front row. Next to him is a program who seems younger and prouder than some of the others -- RAM is his name. He doesn't seem as downtrodden as the others, he's retained some of his youthful cockiness.

Ram and Flynn make eye-contact for a quick second as the HEAD GUARD yells out:

HEAD GUARD
Programs! No communicating! Game
Sector Command Control Program Sark
will explain your new existence.
(joking cruelly
with another guard)
If you can call it that...

Sark, as fierce and determined as ever, enters the arena.

SARK
Miserable programs... you have been
(MORE)

CONTINUED

CONTINUED

SARK (CONTD.)

recruited by the Master Control Program to perform on the Game Grid. Now that the System is not bothered with User requests, you are no longer allowed to execute them. You have but one function: Obey the MCP.

CLOSE-UP - FLYNN'S FACE

reacting.

BACK TO SCENE

SARK

Those of you fanatics who continue to believe in your Users... you are sentenced to die. Only if you stop persisting in this foolish belief will you have the chance to join the MCP Warrior Elite. And only then if you obey orders completely and without question, and if you survive the training... which I doubt any of you will. Each of you will receive an identity disk. Everything you do or learn will be imprinted on this disk. It gains power with every win. If this disk is lost or destroyed... you will be destroyed. Any deviation from orders will result in instant de-resolution.

The screen above flashes a huge, fear-inspiring image of a RECOGNIZER.

SARK

(continuing)

This is a Recognizer. It's one of many. Its function is to keep you here. If one of them attacks you, you can be sure your moments are numbered. Your moments are numbered anyway. You will be trained in the following games.

The screen shows a game of Disk Warfare. Two game warriors on the grid throw glowing disks at each other like frisbees. One player throws his disk, the other waits, and at the last second hurls his own disk. The two weapons crash together, and the first disk falls while the second zips back to its owner like a boomerang. The warrior hurls the disk hitting his opponent, who immediately explodes and disintegrates... de-rezzes.

CONTINUED

CONTINUED

SARK
Disk Warfare.

CLOSE UP - FLYNN

His varied reactions.

SARK
Light-cycles.

The screen shows two warriors standing on two transparent boxes. Each of them is holding a bar between both fists, out in front. A BUZZER SOUNDS, and with the sizzling sound of static electricity, a glowing light-cycle is inscribed beneath each warrior, emanating from the handlebar.

The two cycles rush forward, neck and neck. The grid they're on is bordered by high bulwarks with steeply angled sides. Each cycle, as it travels, leaves a solidifying laser trail behind it, which becomes an impenetrable barrier. One warrior pulls slightly ahead of his opponent as they approach one of the bulwarks. They speed toward the wall, until at the last moment, one of them turns directly in front of his opponent, forcing him to try and make an incredibly sharp hairpin turn to escape a crash. He doesn't make it; and his cycle crashes into the wall, and he and it de-rez.

SARK
(sadistically sardonic)
The more games you win, the better
chance you have of facing warriors
of advanced ability. Like this one.

On the screen, in a variation of the Disk Warfare, TRON, the greatest and noblest of all program-warriors, appears and faces five opponents. He dispatches all of them, showing his incredible power, strength, ability, intelligence. As the last one de-rezzes, his face is seen to be weary and full of mental pain, and very much like Alan's.

CLOSE UP - FLYNN

on his amazed reaction. He mouths the word:

LYNN
Alan!

He turns to the guy next to him, RAM, and whispers.

FLYNN
(continuing)
Who is that guy?

CONTINUED

CONTINUED

RAM
Tron. 110 wins... no losses.

FLYNN
(incredulous;
forgetting to whisper)
Tron!?

It's beginning to dawn on Flynn where he is. His mind reels -- but Sark's heard him speak and strides over to him.

SARK
Silence!!

He looks at Flynn for a moment.

SARK
(continuing)
There's nothing special about you...

Flynn looks puzzled.

SARK
(continuing)
I'm going to enjoy watching you
de-rez.

Sark steps back and addresses the multitude.

SARK
(continuing)
Let the training begin!

CUT TO:

TRAINING MONTAGE

A SERIES OF QUICK SHOTS (WITH MUSIC):

1. FLYNN is standing in a supply room filled with racks and shelves of Video Warrior armor. An outfitter slams a glowing chestplate onto him.
2. A gauntlet is shoved onto Flynn's hand.
3. An assembly line in which a moving walkway carries the recruits past a checkpoint. The warrior ahead of Flynn is handed a disk. The walkway moves forward a space and Flynn is handed his.

CONTINUED

CONTINUED

4. Fully armored now, the recruits file into an enclosed training area. The walls are lined with weapons.
5. An instructor demonstrates a throw with a cesta from a Jai Alai-type game.
6. Flynn tries an awkward throw. In the b.g., other recruits are practicing.
7. A demonstration of the frisbee game by two warriors. They each throw, the disks collide in mid-air, and return.
8. Flynn is practicing in the arena with an opponent, playing the frisbee-disk game. Flynn's opponent throws at him, and Flynn tries to deflect the oncoming disk by throwing his own. But he misses, and the attacking disk hits the side of his helmet. There's a burst of sparks, and he falls. Flynn puts his hand up to feel what damage was done. There's a large chunk of it missing. He rips off the helmet and stares at it.

END MONTAGE.

, CUT TO:

LINE-UP LEADING TO THE ARENA

A line of recruits are led toward the Arena, Flynn and his opponent at the head of the line. Flynn whispers to the guy, trying to make some human contact with him.

FLYNN
Guess we're first.

The opponent just nods.

FLYNN
We're supposed to kill each other.

OPPONENT
Kill?

FLYNN
De-rez.

OPPONENT
Yes.

CONTINUED

CONTINUED

FLYNN

What does it mean, de-rez? What happens when you de-rez?

The opponent tries to think about it, but his mind can't handle it. He doesn't answer.

FLYNN

(continuing)

Do you know?

(pause)

Do you?

They've arrived at the Arena. A guard signals for the two of them to come.

FULL SHOT OF THE COURT ON THE GAME GRID

Two floating ringed disks, suspended in mid-air. On another disk, above them, a giant mirror. Flynn and his opponent stand on each of the ringed disks, a cesta strapped to their arms. Flynn, in full armor, the glowing pattern from within it standing out brilliantly, looks like what he has become - a video game warrior.

A BUZZER SOUNDS, and the game begins.

The object of the game (TRI-RING) is to throw a disk into a mirror, bouncing it off and hitting the disk your opponent is standing on, knocking off the rings of it one by one, until nothing is left, and he falls into a deep abyss, obliterating him. Each player can catch the disk as it bounces off the mirror toward him to prevent it from knocking off his rings.

Flynn's opponent goes first. He makes a tough throw, which Flynn just manages to field. Flynn throws a disk, which goes just beyond his opponent's outstretched arm, and knocks off one of his rings. In trying for the catch, the opponent almost falls off the disk, but saves himself at the last minute.

CUT AWAY TO:

AIRCRAFT CARRIER

Sark, observing everything from above, sitting in his chair and getting his dose of energy-juice. He watches the match on a video screen.

CUT BACK TO:

THE MATCH

Flynn has just lost a ring. The game continues at a fast pace, Flynn beginning to show his ability, strength and power, his body glowing more as he improves.

CUT AWAY TO:

THE CELLS

RAM and TRON, in adjoining cells, watch the match on a video screen.

RAM

Tron. Watch this guy. He's good.

Flynn makes a nice diving catch and whirls the disk back quickly, like Willie Mays' famous World Series catch, and wipes out his opponent's ring.

RAM

See? He's good, isn't he? See?

TRON

He's good.

CUT BACK TO:

THE MATCH

Flynn's just lost a ring, but he isn't in nearly as bad shape as his opponent, who has one left, and a small center area to hang onto when the last ring goes. Flynn makes a tricky throw and wipes out the guy's last ring.

CUT AWAY TO:

SARK

a quick shot, watching intently.

CUT BACK TO:

THE MATCH

Flynn gets a disk, gears up. The opponent is barely hanging onto the center area.

CUT AWAY TO:

Ram and TRON, Ram looking at TRON, who watches calmly.

CUT BACK TO:

THE MATCH

Flynn, his disk in his hand. The opponent's about ready to slide off the center area. At the last minute, Flynn throws his disk down, refusing to make the final kill.

CUT AWAY TO:

SARK

getting enraged.

RAM

looking with shock and amazement. Tron is surprised by it too, his impassive face registering this new concept -- it's unheard of for a program to disobey orders.

CUT BACK TO:

THE MATCH

Sark's image appears huge and threatening on the mirror above Flynn.

SARK

Kill him!

Flynn doesn't move.

SARK

(continuing)

KILL HIM!!

No reaction from Flynn. Sark presses a button. The center area tilts and the opponent slips off, falling to his death into the deep abyss.

SARK

(continuing)

You'll die for this!

He presses another button, speaks into an intercom-like instrument.

SARK

(continuing)

Get me Tron and two others for the light-cycles.

RAM AND TRON

in the cells. Ram still stunned by Flynn's actions.

CONTINUED

CONTINUED

RAM

He didn't de-rez him! Did you see that, Tron?

Tron just nods, the beginning of an idea formulating. Two guards come in, motion to Tron, to Ram and to a third warrior to get ready.

GUARD

The three of you and the new program for the light-cycles. Now.

Their cell doors open. Ram and Tron look at each other, a million things going through their minds.

THE LINE-UP TO A DIFFERENT ARENA

Flynn is led from one entrance by a guard, Ram and Tron and the 4th Warrior from another by three guards. They all face each other in the middle for a brief, tension-filled moment where their looks at on another imply all the thoughts, fears and emotions that are going through them.

The guards lead them to the Arena. They're still stealing looks at each other, sizing each other up.

A HUGE LIGHT-CYCLE ARENA

The four of them, each glowing a different color, are placed into their light-cycles.

FOUR DIFFERENT SHOTS

of them gearing up.

LONG SHOT - THE FOUR OF THEM

in the four corners of the Arena. Each of the cycles revs up and takes off, speeding toward the center of the arena, leaving the solidifying laser trail behind them.

THE ARENA - ANOTHER ANGLE

They all four meet in the middle and Tron and Flynn, and then Ram and the 4th Warrior, are paired off. Ram and the 4th Warrior are travelling on parallel paths. Ram maneuvers sharply and forces the 4th Warrior into a death-path heading for one of Ram's laser-trails. The guy swerves to miss it, but ends up losing control of his bike for a second, just enough time for him to speed, unable to stop,

CONTINUED

CONTINUED

toward one of the walls. His bike CRASHES into it. There's an EXPLOSION, and he and his bike de-rez. Then the laser-trails created by his bike all evaporate and disappear.

FLYNN AND TRON

cruising along, parallel to each other, zigging and zagging, their laser-trails forming a kind of maze, boxing each other in. Near the outer wall, Flynn is about to crash, Tron giving him a resigned glance. Ram comes speeding alongside them.

At the last minute, Flynn jumps off his bike into Tron's. Flynn's bike smashes into the wall. A chunk of the wall as big as a bike de-rezzes, leaving a hole.

Ram does a quick 360° turn-around. Flynn yells into Tron's ear over the NOISE of the bikes, pointing to the hole.

FLYNN

GO!

Tron, with Flynn on the back of his bike, looks up at him a second, then instinctively heads for the hole and barely makes it through.

CUT BACK TO:

RAM

reacting with amazement. Then he, too, heads for the hole in the wall. A Recognizer sees Ram's flight and goes after him. Ram just makes it to the hole, and the Recognizer is too big to fit.

CUT TO:

AIRCRAFT CARRIER

A QUICK SHOT of the enraged Sark reacting.

CORRIDORS OUTSIDE VIDEO GAME ARENA

Flynn and Tron and Ram ride their bikes at high speed, with DEAFENING ROARS of SOUND. A mechanical voice announces from loudspeakers above:

VOICE OVER LOUDSPEAKER
WARRIORS MUST STAY WITHIN THEIR UNITS.
(MORE)

CONTINUED

CONTINUED

VOICE OVER LOUDSPEAKER (CONTD.)
REPEAT: STAY WITHIN YOUR UNITS.
ILLEGAL EXIT! ILLEGAL EXIT!! WARNING:
YOU MAY BE TERMINATED.

But they speed on, faster and faster. The voice begins to fade out:

VOICE OVER LOUSPEAKER
(fading out; continuing)
This is not allowed. Return immediately.
Illegal exit... Illegal exit...

The two bikes continue on. There's an automatic door ahead of them. It's starting to close. It's just about to shut on them when they pick up speed and barely make it through.

They speed on, past warehouses of enormous tanks and missiles, guarded by Recognizers. As they zoom past, two Recognizers become aware of their presence and REV UP, starting to attack them.

Another automatic door looms ahead. Closing. The Recognizers are right behind them. The bikes pick up speed. They're going at a blinding pace now. The door's almost closed. Ram gets through. Tron and Flynn are just at the opening when it closes on them, almost knocking Flynn off the back of the bike, but they make it. The door closes fully, and the Recognizers SMASH into it.

AIRCRAFT CARRIER

A subordinate rushes up to Sark to report the escape. Before he can say anything, Sark cuts him off.

SARK
After them! Get the tanks!

FURTHER CORRIDORS OF WEAPONRY

ZOOM! ZOOM! ZOOM! High-speed flight of the bikes through three more automatic closing doors. Past massive storage of weapons -- missiles, tanks, anti-aircraft guns.

WAREHOUSES BACK NEARER THE ARENA

Several tanks are REVVING UP and starting to move.

CORRIDORS

The path Flynn and Tron and Ram's bikes are taking leads them to a labyrinth-like landscape. They zoom around corner after corner -- sharp, twisting, dangerous.

SARK

organizing his men to board the tanks.

LABYRINTH

The landscape is becoming less grid-oriented now, more natural, leading the two bikes to a cliff-like area. They make a sharp turn off the main artery of travel, and drive past steep cliffs until they see a cave-like area.

They stop, completely out of breath and exhausted, but exhilarated with their escape. They catch their breath and listen, and hear the SOUND of TANKS rumbling in the distance.

RAM

Tanks!

FLYNN

Let's hide in there 'til they go past...

Tron nods, and they drive their bikes carefully, slowly into the cave area. They park them near what looks like an underground stream -- but it's a stream of glowing electricity. Ram and Flynn slump off their bikes and fall on the ground. They all take their helmets off. Tron gets off slowly, with more dignity, and sits. The sound of TANKS is getting closer.

FLYNN

(continuing)

Listen!

They all listen intently, as they hear the TANKS RUMBLING by. The sound reaches a peak -- that's where they're at their most tense -- and then finally begins to die away slowly, slowly. After a long wait, Flynn finally bursts out exuberantly, clapping his hands:

FLYNN

(continuing)

Whooo! All right! Smokin'! Those mothers went right past us!

CONTINUED

CONTINUED

Ram and Tron just look at him like he's crazy -- they've never seen this kind of behavior before.

FLYNN
(continuing)
We're free! Hey!...

Their reaction to him is still one of wonder. He looks over to them, beginning to feel self-conscious.

FLYNN
(continuing)
... Yeah. We're free. Yup. Free...
What do we do now?

Tron looks at him, the beginning of a bemused smile appearing on his face, the first time he's smiled.

ANOTHER ANGLE - LABYRINTH

A force of tanks are RUMBLING through the terrain, Sark's aircraft carrier hovering over them.

INSIDE AIRCRAFT CARRIER

Sark is on his feet, operating the aircraft carrier, but one hand is plugged into a power source, as in his chamber. As he's hungrily taking it in, the MCP opens communication with him, appearing on a small video screen above him.

MCP
(furious)
Inconceivable! An escape from the Game Sector! How could you let it happen, Control Program?

SARK
It was the User you brought into the system... He...

MCP
You question my commands?

The juice flowing into Sark is turned way up by the MCP, so far it seems like he's being electrocuted.

MCP
(continuing)
You like power? I'll see you get more than you like.

CONTINUED

CONTINUED

The MCP turns it way down, the energy ebbing out of Sark's body.

MCP

(continuing)

Or perhaps none at all. No more failures, Sark. Now. Turn around and go back and find them. Kill them. All of them. All. Or die.

He gives Sark one last jolt.

SARK

All tanks. Turn around. (Better Military Language)

CUT TO:

THE CAVE

Tron and Flynn are coming out of the entrance together, and from the cliff-like ground, take a look off in the distance. Far, far off is a beam of light emanating from a beacon, somewhere in a city-like landscape. Tron points to it.

TRON

You see that tower? That's where I have to go. It's where I was communicating with my User before I was made captive by the MCP.

FLYNN

(leading question)

The MCP rules this world?

TRON

Before his power spread and he took over all Domains, we were free to carry out all User requests, as we were born to do. But now... any program who does so is sentenced to die.

FLYNN

But you're still going back there?

TRON

It's what I was born to do.

Flynn shakes his head in respect and admiration.

CONTINUED

CONTINUED

FLYNN
If they only knew...

TRON
(sharply)
Who?

Flynn shrugs, avoiding the question. Tron looks at him strangely.

TRON
(continuing)
And I have to free someone there.
A laser program. The MCP has her
making war-game simulations in one
of the hangars.

FLYNN
Your girlfriend?

TRON
What?

FLYNN
I'll bet I know just what she
looks like.

Tron looks at him a moment.

TRON
Who are you? You're not like any
program I've ever known. Where do
you come from?

FLYNN
Let's go back inside.

They walk back into the cave. Ram is dipping their
helmets into the electric-stream and filling them with
the glowing liquid.

TRON
Who are you?

FLYNN
I don't think you want to know who
I am yet.

Ram looks up. The three of them exchange looks, reactions.
Ram hands them the full helmets, and they sit down and drink.

CONTINUED

CONTINUED - 1

FLYNN

(continuing)

Let's just say I'm someone who can help you. A friend. Someone who can help you destroy the MCP and free your people.

TRON

I don't believe that's possible.

FLYNN

All right, I'll go with you tomorrow and we'll see what I can do. Have a little faith.

After taking one last drink, he sets the helmet down. His hands are glowing brilliantly -- they all look at the hands and back and forth at each other with expressions of wonder. Flynn smiles.

LABYRINTH

The force of tanks are traveling back over the terrain they had covered before.

THE CAVE

Dark and quiet. Flynn and Tron and Ram are stretched out, asleep, resting. Suddenly the SOUND of the TANKS comes from far off. They all spring up, ready to fly.

RAM

Tanks! Let's go!

An EXPLOSION just outside the cave. Flynn and Ram jump on the same bike, Tron on the other. Amidst EXPLODING SHELLS coming at them from the tanks, they make their escape down canyon-like terrain, the fleet of tanks coming after them.

INSIDE A TANK - CLOSE UP OF SOLDIER

running the tank.

SOLDIER'S POV

A MISSILE-SIGHT WITH TARGET SHOWING: The two bikes heading down another maze-like terrain. They get through the opening of this maze, just as the EXPLOSION hits it, just behind them. Driving through the maze, they come to the edge of a ravine, SCREECH to a stop.

ANGLE ON FLYNN, TRON AND RAM

TRON

We'll cross it at that bridge!

He points to a bridge several yards down, which crosses the ravine. They turn their bikes and head in that direction.

The tanks are now coming out of the maze and spot them. They're almost at the bridge.

ANGLE ON SOLDIER IN TANK

SOLDIER'S POV

His missile-sight picks up the bridge. Tron is going across it.

INSERT - SOLDIER'S HAND

pressing his missile-release.

EXT. OF TANK

The missile FIRES.

THE BRIDGE

It EXPLODES just as Tron gets across. Ram and Flynn are on the other side, just about to cross when the EXPLOSION BLASTS them back. The bridge explodes and de-rezzes. The bike explodes and de-rezzes. Flynn is stunned but okay. Ram is injured badly, the glow from his body rapidly losing power. Across the bridge with no way back, Tron stops and signals to them. Flynn motions for him to go on.

FLYNN

GO! GO!

With one regretful look back, Tron takes off into another maze. Flynn runs to the fallen Ram just as the tanks start RUMBLING toward them. He picks him up and carries him on his back down the steep ravine, Ram beginning to de-rez. Like a mountain goat, Flynn finds crevasses and ledges to gain footholds, and they manage to avoid the tanks, hiding just beneath them, out of their line of vision.

The tanks have stopped. The drivers open their turrets and stand and look -- no one there. The #1 TANK COMMANDER cries out:

CONTINUED

CONTINUED

TANK COMMANDER
Split up!

They each go down separate corridors of the maze.

FLYNN AND RAM ON THE LEDGE

FLYNN
They're goin'. You gonna make it?

Ram only has the energy to nod.

BACK TO THE TANKS

traveling in the maze, but unable to find anyone.

FLYNN AND RAM

Flynn is carrying Ram on his back to a hiding place in the maze. They stop to rest a second. It's completely dark, but Flynn sees a huge shape with what looks like an opening.

FLYNN
Come on! Little further.

They reach the shape, a turned-off (recharging) Recognizer lying on its side. They find the opening and go inside. It seems like another cave to them. They collapse and fall asleep. Dark and quiet.

TRON

riding on his bike, heading for the city-landscape, his domain.

DISSOLVE TO:

INSIDE RECOGNIZER - MORNING

It's a little lighter inside, revealing that Flynn and Ram have stumbled into what seems like the inside of a giant TV set, but with heavier, more massive equipment. They're both passed out on the floor, Ram's glow fading even further down.

Suddenly, the entire chamber starts to SHAKE and RUMBLE like an earthquake -- it's the Recognizer REVVING UP. Lights are flashing; the whole place is going berserk.

Flynn wakes up with a start, jumps to his feet and immediately falls down again from the force of the rumbling. Ram is too weak to move.

CONTINUED

CONTINUED

FLYNN
What's goin' on?

RAM
(faintly)
We're in the head of a Recognizer.

FLYNN
(stumbling; trying
to keep his balance)
Terrific. How do we control it?

RAM
(barely audible)
It's self-programmed.

Flynn manages to get up, muttering to himself, starting to survey the situation, looking at functioning parts, the whole chamber still shaking and rattling.

FLYNN
(muttering)
Head of a Recognizer... Great luck...
Gotta figure out somethin'... What's
this...?

He touches one thick fraying wire, and the energy-glow from his body seems to leap from his hand to the wire which recharges it, fusing it to its socket and giving off a power-glow of its own. The Recognizer stops shaking. Flynn does a surprised double-take at what he's just accomplished.

FLYNN
(continuing)
Did you see that? Holy...

He looks at his hands -- they're glowing brilliantly. Ram's eyes are open, watching him in awe.

FLYNN
(continuing;
exuberant)
All right! Smokin'! Let's get
this thing workin'!

He finds a panel of instruments, puts one hand on it; puts his other hand on another panel; and acts as a transmitter, conveying the energy from one panel to the other with the power-glow in his body. The Recognizer, with a mighty heave and shudder, begins to REV UP and

CONTINUED

CONTINUED

right itself, the chamber they're in turning over, knocking both Flynn and Ram to one side. The Recognizer is now in its standard upright position, PURRING like an IDLING CAR. Flynn, drained and wiped out from the expenditure of his energy, sits stunned for a second, his glow gone, then scrambles over to Ram to see if he's all right. Ram is going fast.

FLYNN

(continuing)

You okay?

Ram nods weakly.

FLYNN

(continuing)

We'll get you outta here. Hang on.

RAM

You...

FLYNN

Shhh...

RAM

You must be a very great warrior...

FLYNN

No, I --

RAM

Who are you?

FLYNN

Never mind now. I gotta get us outta here -- get you fixed up...

Flynn goes to what seems like a steering mechanism, puts his hands on it -- but there's no glow, no energy -- he can't get it to move.

FLYNN

(continuing)

Damn! What do I do now? Recharge?...

He paces angrily. Ram holds out his hands.

RAM

Come here.

Flynn goes over to him, kneels.

CONTINUED

CONTINUED - 1

RAM
(continuing)
Hold my hands...

Flynn holds them. Ram's fading glow begins to flow into Flynn. Flynn, horrified, tries to pull away, but Ram holds him fast.

FLYNN
Hey! --

RAM
Tell me who you are.

FLYNN
Flynn. My name's Flynn.

RAM
(almost gone,
but smiling)
Flynn.

CLOSE ON FLYNN'S HEARTBROKEN FACE

BACK TO SCENE

RAM
Flynn. Help us.

Flynn about to speak --

RAM
(last beatific smile)
Flynn.

Ram's last bit of energy flows into Flynn and Ram's body begins to de-rez. Flynn watches in horror and wonder as Ram disappears in front of his eyes. Stunned, he gazes at the empty space for a moment, then stands up, looking at the new-found glow in his own body and hands. Shaking with emotion, he makes his way over to the steering mechanism, hesitantly puts his hand on it. The Recognizer begins to move in fits and starts. Flynn glances back, very emotionally moved, at the space where Ram was, as the Recognizer continues on.

DISSOLVE TO:

THE CITY LANDSCAPE

Tron arrives at the city, slows his light-cycle, gazing around an empty, surreal, burnt-out landscape -- buildings

CONTINUED

CONTINUED

seem two-dimensional, barely there, at a low rate of power, so drained by the MCP that they're half-way to being de-rezzed. Tron gets off his bike, seeing two zombie-like FIGURES standing together -- absolutely no contact between them, but they're looking at each other -- like some kind of strange parody of two fellow city-dwellers waiting for a bus. Tron goes over to them, right next to them, but there's no response -- spooky.

Suddenly Tron hears the SOUND of a Recognizer. He dives and hides behind a building as the Recognizer comes down the street and swoops up his bike in its glowing net and de-rezzes it.

CLOSE ON TRON

hiding, watching.

BACK TO SCENE

The Recognizer does its deadly work and then moves on. Tron sneaks his way out and then, cautiously stopping to hide and check things out in every doorway he passes, moves on further into the city, looking up and seeing a large, multi-storied factory-like building.

CLOSE ON TRON'S FACE

determined, reassessing the situation, looking around for the best access to this building.

INSIDE RECOGNIZER

Flynn, CHUGGING along the maze-like landscape, heading for the city. He's having a tough time of it, crashing into the sides of walls, weaving and swerving like a drunk driver, muttering to himself as he tries to keep control.

FLYNN

Damn Recognizers... How do they
get around...

The Recognizer starts to choke and STALL like a car running out of gas.

FLYNN

(continuing)

Oh no!...

Grabbing and madly shaking levers -- in vain.

CONTINUED

CONTINUED

FLYNN
(continuing)
HEY! Don't stop now!

But it SPUTTERS OUT. Flynn desperately places his re-charged glowing hands on the same panel as before -- no luck. He opens another panel -- a small spherical, moving, alive object about the size of a basketball pops out -- BEEPING and glowing like crazy, little lights flashing on and off all over its surface.

FLYNN
(continuing)
What next?

Flynn watches the little object flying around, observing him. He observes it in return.

FLYNN
(continuing)
Are you the brain of this thing?

The thing flies around madly, nervously, flashing and BEEPING and lighting up.

FLYNN
(continuing)
Are you the brain of the Recognizer?

OBJECT
(speaking)
Yes.

As it says yes, a single blue light lights up.

FLYNN
So you can talk, huh?

OBJECT
(tentative)
Y-yesss...

FLYNN
Oh, levels of expression...
impressive.

No answer -- more lights and BEEPS.

FLYNN
(continuing)
So how do I get this thing going
again?

CONTINUED

CONTINUED - 1

No answer -- Object flying around like a hummingbird with a bad case of nerves.

FLYNN
(continuing)
What's the matter?

Fluttering around gets worse, more intense.

FLYNN
(continuing)
All you can say is yes?

OBJECT
No.

As it says no, a red light lights up.

FLYNN
Fantastic. Real vocabulary here.
What else can you say?

More nervous fluttering from the little object.

FLYNN
That's all you can say? Yes or no?

OBJECT
Yes.

FLYNN
Well, you're not gonna be much fun
on these long, lonely nights...

OBJECT
Noooo...

Flynn LAUGHS.

FLYNN
Sense of humor. Okay. How do I get
this goin'? Should I start here?

He points to the panel where the little object flew out of.

OBJECT
No.

FLYNN
(another panel)
Here?

CONTINUED

CONTINUED - 2.

OBJECT

No.

FLYNN

Great. Twenty questions.

The object flutters down to a hidden fuel-supply compartment.

FLYNN

(continuing)

Is this it?

OBJECT

(obviously)

Yes.

FLYNN

Funny guy.

Flynn sticks his hand in there, rooting around.

FLYNN

(continuing)

Is this what I do...?

OBJECT

Y--

Before the object can answer, Flynn's power flows into the Recognizer and they take off like a bat out of hell.

FLYNN

That's what I do.

The Recognizer is really cruising along, the little object fluttering happily, Flynn getting excited.

FLYNN

(continuing)

Whooo! This thing is movin'!
Yeah!

The Recognizer makes a sharp hairpin turn without ever losing speed.

FLYNN

(continuing)

All right! WAY TO GO!!

LAUGHING and CLAPPING his hands, Flynn's having a great old time, the little object too.

CONTINUED

CONTINUED - 3

FLYNN
(continuing)
All right, little guy. We gotta
give you a name here. You want
a name?

OBJECT
(coy)
Yes...

FLYNN
Hah. Let's see... you seem to have the
function of carrying information in a
storage device... like a bit... That's
it -- Bit.

The little thing does a couple of flips in the air.

FLYNN
(continuing)
You like that, huh?

BIT
Yes!

The Bit flies up and perches near Flynn's shoulder.
The Recognizer is burning up the road.

FLYNN
Okay, we're movin' now! Right,
little Bit?

BIT
Yes!

LONG SHOT

of them zooming through the landscape.

INSIDE THE SIMULATION HANGAR

The Simulation Hanger is the factory-like building Tron
was observing before. Now he's inside that building,
making his way upstairs, past half-de-rezzed programs
who barely see him, who he can barely see they're at
such a low stage of energy.

He passes through rooms and corridors until he comes to
a large room where dozens of half-de-rezzed programs are
working, assembly-line-style, on simulations of aircraft
carriers. None of them, in their low-energy state, are
able to perceive Tron as he searches in their midst for
someone.

CONTINUED

CONTINUED

At the head of a line, inspecting the work of the assembly-line programs is a pale, faint, half-de-rezzed, but still beautiful Oriental girl. She has the same sharply intelligent, calmly beautiful face and features as her User in the REAL WORLD, Lora. Her name is YORI.

Tron spots her from his vantage-point, and he stops just in time to take in her beauty, the love in his heart clearly showing in the calm expression on his face, the first time he's been seen to show any kind of gentle emotion.

There's a hallway behind where she's standing, and Tron sneaks back there without anyone noticing him. Then, his arms reach out and grab her from her place on line back into the hallway with him.

CLOSE UP - TRON

holding her in his arms. She looks into his face, but is unable to see, to respond to him.

TRON

(deeply concerned)

Yori!

YORI

(barely able to murmur)

Mmmmm...

He grabs her hand, holds it up, presses the palm flat against the palm of his. As they touch, a rich glow begins to appear between the two hands, pulsating and strengthening. A look of wonder and happiness crosses Yori's face.

YORI

(continuing; ecstatic)

TRON!!

She throws herself into his arms, hugging him tight. He hugs her back, relieved.

YORI

(continuing;

still can't believe it)

You came back!! How did you --

How could you --

TRON

(gently putting

his hand on her lips)

Shhh, don't talk now. Where can we go?

CONTINUED

CONTINUED

YORI

This way. Come on.

Just as they start down a flight of stairs, Yori's happiness gets the best of her, and she whirls around and jumps into Tron's arms.

YORI

Oh, Tron, I thought I'd never see you again...

TRON

Me too.

They embrace passionately.

CUT TO:

CITY STREETS

Tron and Yori are cautiously passing through the city streets, holding hands, keeping their eyes and ears open for trouble. The beam from the I/O Tower and a building containing living quarters, where they're heading, are in sight.

Three half-de-rezzed programs are standing on a corner. Tron and Yori hear snatches of de-energized conversation as they pass.

PROGRAM

...and send the artillery to the Video Game Sector...

Tron and Yori pass them by.

YORI

(bitterly)

That's all you ever hear now -- artillery, tanks, Recognizers to the Video Game Sector. The system's overrun.

TRON

(distracted by
looking around)

I know.

YORI

I was working on important laser simulation work with Dumont for
(MORE)

CONTINUED

CONTINUED

YORI (CONTD.)

our Users, and now I'm forced to supervise simulation of aircraft carriers... It's all too...

(getting upset;

close to angry tears)

I see no end to it.

Tron puts his arm around her shoulder, reassuring her, as they walk on.

TRON

Shh... We'll find a way. I'll get into the Tower and communicate with my User...

YORI

If Dumont lets you...

TRON

Why Dumont?

YORI

It's his sole function now -- the keeper of the Tower.

TRON

How could he betray us...

YORI

(flare of anger)

He's not betraying us! It's the only thing he can do! He's waiting and watching like the rest of us...

Suddenly Tron senses something, puts his hand over Yori's mouth, grabs her waist with his other hand and yanks her into the shelter of a nearby alley. She looks at him like he's crazy, but then she hears and sees a Recognizer traveling up the street where they just passed. He takes his hand away from her mouth and they peek out.

YORI

(continuing)

See? Recognizers on the street...

TRON

They're looking for me.

A twinge of pain crosses her face and she reaches up and touches his cheek.

CUT TO:

YORI'S BUILDING - EXT. - LONG SHOT

Tron and Yori arrive at the ground level entrance.

INT. BUILDING HALLWAYS

Tron and Yori walk through long hallways and arrive at her door. She opens it.

YORI'S APARTMENT

Tron and Yori enter. The apartment is at such a low de-rezzed state that all the furniture and furnishings appear to be one-dimensional, drained of their essence by the MCP, flat up against the walls.

TRON

Yori! You have to live like this...

YORI

(squeezing his arm)

It's not as bad as being captive and forced to be a Video Warrior. Besides, I've got a little trick.

She goes to a small personal terminal and punches a code.

YORI

(continuing)

We can have power-cycles for a little while.

Slowly the objects in her apartment come to "life" again -- becoming three-dimensional. A soft glowing romantic light fills the room. Yori herself changes -- her inner glow fills her up, making her even more beautiful. A shimmering diaphanous gown materializes on her body, showing the suggestion of her beautiful figure. Tron is almost overcome with longing, as he walks through the room, glancing at it, but never taking his eyes from her. He passes by a window, and the I/O Tower is seen outside.

YORI

(continuing; very romantic and suggestive)

We don't need much...

Tron moves closer to her, looking deep into her eyes.

TRON

Looking at you now...I don't know how I ever survived being apart from you.

CONTINUED

CONTINUED

YORI

You don't have to ever again.

Trembling, their hands reach out and touch each other. A small glow is emitted at the touch. The two palms touch each other flat out and begin caressing, playing. All erotic tension, foreplay, is transmitted through their hands, touching each other lightly, sensuously. Now they reach out up and down each other's arms, moving closer, slowly, slowly, into an embrace, but never kissing. The glow emitted from both of their bodies is wondrous, radiant, a rainbow of colors. Time seems to stop, as they seem to be floating in a lake of glowing colors, moving in slow, languorous motion. The colors seem to be taking up the entire screen, their bodies receding and dissolving. The last human sign before the colors take over entirely is a groan of pleasure from Tron, releasing all the pent-up tension in him and allowing him to completely relax. Then a pleased murmur from Yori. Then nothing but the colors and MUSIC and a --

SLOW, SLOW DISSOLVE TO:

EXT. OUTSKIRTS OF THE CITY - LONG SHOT

A slightly out-of-control Recognizer arrives in the city, wobbling and careening.

INSIDE RECOGNIZER

Flynn is at the controls of the Recognizer, muttering away, having a good time running this thing. The Bit is hovering near him.

FLYNN

You want a Video Game Warrior, you got a Video Game Warrior, right, little Bit?

BIT

(tentative)

Yes?...

FLYNN

What else do I hafta do, you know what I mean?

BIT

(confused)

No...

CONTINUED

CONTINUED

Flynn looks out an opening and sees the city streets closing in on the Recognizer -- steering becomes much more difficult. The Recognizer almost rams into a building.

FLYNN

Jeesum!... What do I do now?

The Bit flies about helplessly, unable to answer his question.

FLYNN

(continuing;
panicking)

I mean -- how do I steer this?

More fluttering from the Bit.

FLYNN

(continuing)

Uh -- do I use this?

He pulls a lever and they go veering off in one direction, almost smashing a building.

BIT

NO! No no no!!!!

FLYNN

Thanks.

He experiments with another lever.

BIT

NO! NO NONONONONO!

FLYNN

(grumbling)

Back-seat driver. How do I stop this thing?... I mean... can I stop this thing?

BIT

Yes!

FLYNN

(desperate)

HOW? This?

Points to a panel.

CONTINUED

CONTINUED - 1

 BIT
No.

 FLYNN
 (another one)
This?

 BIT
No.

 FLYNN
This?

 BIT
No.

 FLYNN
So negative.

They're on a collision course with a building. Flynn looks out and realizes:

 FLYNN
 (continuing)
Holy -- I gotta stop this thing!

 BIT
Yes!

 FLYNN
I'm glad you agree!

He opens up one panel, rips up some wire -- the Recognizer swerves but stays on course. He opens another panel and does some more destruction, the Bit screaming the whole time --

 BIT
NO!!! NO NO NO NONONONONO!

Now the whole head of the Recognizer begins to shake like an earthquake. One more panel left to try -- Flynn goes for it.

 BIT
 (continuing)
YES!! YESYESYESYES----

 FLYNN
Now he tells me.

And the Recognizer SCREECHES to a SCREAMING STOP, but

CONTINUED

CONTINUED - 2

the head of it, with Flynn and the Bit in it, is flung far and wide, flying through the air and landing in what seems like a garbage dump. A group of low-energy PROGRAMS are walking by. Flynn emerges from the broken-off head, stunned but unhurt, the Bit following him. He sees the Programs but doesn't realize they can't perceive him.

FLYNN

(continuing)

Hey. Hi. Hey, everything's okay.
Fine. Little trouble, but we're
okay. Thanks for your concern.
So long.

They move on. Flynn turns to the Bit.

FLYNN

(continuing)

You okay, little guy?

BIT

(not too sure)

Yes...?

CUT TO:

YORI'S APARTMENT

The room is losing its glow, the three-dimensional objects reverting back to one-dimension again. Tron is staring out the window at the I/O Tower. Yori comes in, carrying a cup full of golden glowing liquid. He smiles at her as she comes up behind him, offering the cup. He shakes his head, not wanting to drink.

YORI

You need some strength. It's time
to go.

TRON

Already...?

YORI

We have to get to the Tower.

TRON

Think we'll ever come back here
again?

YORI

I hope never. If we get through to
our Users, maybe we'll be able to
go home.

CONTINUED

CONTINUED

TRON
Home... Maybe.

They look at each other a moment, then realizing it's time to go, nod to each other and get up.

EXT. CITY PLAZA

Tron and Yori are crossing an open plaza-like area, on their way to the I/O Tower. They pass by more zombie-like Programs -- bits of their conversation are heard.

PROGRAMS
You're on war-tanks now?... MCP
shifted me over there too...
Artillery?... Yes, just recently...
Whenever the MCP says... etc. etc.

THE BASE OF THE INPUT/OUTPUT TOWER

Tron and Yori approach the steps that lead to the Tower. The bulk of the Tower looms over their heads, and they stop at the foot of a set of very wide steps. The walls of the Tower are inscribed with complex circuit patterns which glow from within. Supports, like flying buttresses, extend outwards from high up on the walls. Tron and Yori look at each other a minute, then they go up the stairs and into the building.

I/O TOWER ELEVATOR

Traveling up to the top of the Tower, Tron and Yori hold each other in the elevator.

OPEN FLOOR

The elevator arrives, and Tron and Yori step out. They turn a corner, and a tough-looking GUARD jumps out and surprises them. The guard is wielding an invisible (except for glowing hot point at either end) lance. He comes after Yori with it. Tron whips out his disk, throws it at the guy, and blows him away. The disk comes back to him, and Tron and Yori continue on, Tron not letting Yori look back at the guard, who's beginning to de-rez.

CURVED CORRIDOR

Yori and Tron, holding hands, are hurrying down a corridor, curved and arched outside a dam-shaped structure, with a series of doors all around it. More de-rezzing PROGRAMS are up against the walls, almost melting into them, their

CONTINUED

CONTINUED

energy-level is so low.

Way down the corridor, Tron and Yori see a group of guards heading toward them. The two of them start running for a distant door, the guards starting to give chase. They make it inside the door and SLAM it just as the guards get there.

INSIDE THE I/O TOWER

Tron and Yori climb out from the platform where the slamming door is, and start making their way up huge, thick hanging cable, using it as a kind of suspension-bridge to get to the top, hanging onto and helping each other.

OUTSIDE DOOR

The guards are beginning to regroup, starting to try to ram the door down.

INSIDE I/O TOWER - ON THE CABLES

After a tremendous effort, Tron and Yori make it to the top of the chamber, and rest for a minute on the platform there, both of them breathing hard.

TRON

Ready?

Yori nods and they make their way, holding each other's hands for support, across the ledge-like platform toward a porthole-like opening. They get there and hold on and look inside.

TRON AND YORI'S POV - THE INNER CHAMBER OF THE I/O TOWER

An incredible structure, almost like a church, with an altar-like platform at the bottom of a three-story-high beam of flowing energy and light extending up, up, up into heaven it seems like, it's so far and all-encompassing.

The altar-like platform looks out onto a plaza-like area, patrolled by GUARDS. Behind the altar is a seated MAN, whose platform sends off an orange glow flowing into the floor around him.

CLOSE UP OF THE MAN BEHIND THE ALTAR

He is wearing a face-plate and he is glowing orange, the same orange that is flowing from him onto the floor and all around him. His face-plate, a Y-shaped device, opens up a tiny crack when he becomes aware of Tron and Yori's presence.

MED. SHOT - TRON AND YORI

looking out the porthole. They hear a NOISE back at the door.

ANGLE ON GUARDS at door

bashing it down. Also: new GUARDS are carrying what looks like life-rafts to their chief.

ANGLE ON TRON AND YORI

looking back from the door to the Chamber -- it's possible to gain access to the bottom by sliding down the curved walls -- very carefully.

YORI

I'll go first. You wait and see
what those guards are going to do.

Tron nods. Yori begins to climb down, Tron holding on to her as long as he can before she starts to slide down, slowly, carefully.

CLOSE UP OF MAN BEHIND ALTAR

His face-plate opens up a little further and his eyes can be seen, expressing dismay and irritation at Yori's entrance.

ANGLE ON TRON

reaching out as far as he can, and then letting Yori go. Another NOISE behind him at the door causes him to turn around.

THE GUARDS

They've broken down the door; they've got the rafts ready, and they're starting to board them to cross the suspension-cables.

ANGLE ON YORI

sliding along the curved surface, slowly at first, then, as she picks up speed, the CAMERA TILTS and pulls along the floor with her, faster and faster.

CLOSE UP - MAN BEHIND ALTAR

His face-plate open just a little more, he turns his gaze from the sliding Yori to two unaware guards resting at the foot of the curved surface, directly in her path. He's not too pleased about it.

ANGLE ON YORI

getting closer to the bottom, to the guards, and picking up speed all the while.

THE GUARDS

turning around just as --

YORI

slams into their backs, feet-first, hitting one of them in the back of the head, knocking him out. The force of his fall knocks out the other one.

THE MAN BEHIND THE ALTAR

His eyeballs roll up in an oy-vei-type expression, as his face-plate slams shut -- he doesn't want to know anything about this.

ANGLE ON TRON

smiling at Yori's success. Then he turns around to see the guards on the floating life-raft almost up to his level on the platform. He climbs out and starts his slow slide down the curved surface.

ANOTHER AREA OF THE I/O TOWER PLAZA

Another group of guards, this time on light-scooters, spot Yori and begin chasing her.

ANGLE ON YORI

A little stunned herself from her fall and her collision with the two guards, she picks herself up, standing up in a little bit of a daze. Then she sees the guards on scooters coming toward her and snaps to her full attention, running like hell the other way.

TRON

sliding down, about half-way...

FIRST SET OF GUARDS

getting off their floating life-rafts and arriving at the porthole looking down into the inner chamber.

YORI

running, being pursued by the scooter-guards -- they've almost caught up to her.

ANGLE ON TRON

sliding down and arriving WHOOMP! down at the foot of the curved surface. He sees what's going on with Yori and desperately rushes for the altar-platform.

YORI

being cornered by the guards, getting into a fighting stance, ready like a karate-expert. They've got their hot-tipped invisible lances out, but that doesn't seem to faze her, as she screams at them, trying a bluff.

YORI

Don't come any closer! I warn you!

This stops them a second, but then they keep coming.

ANGLE ON TRON

arriving at the altar-platform, calling desperately:

TRON

Dumont!

The face-plated man turns ever so slightly to him.

TRON

(continuing)

DUMONT! Do something! Please!
Save Yori!

YORI AND THE GUARDS

She's got her back to the wall and they're just about to go for her with the lances.

DUMONT'S FACE

starting to peek out from the face-plate. CAMERA PULLS BACK REVEALING HIS UPPER BODY AND HIS ALTAR. Suddenly the glow shoots out a different color -- yellow -- and it flows out from the altar onto the floor and across the plaza until it hits the guards about to attack Yori.

It seems to put them into a slow-motion freeze, their energy drained out of them totally. Yori, who had just closed her eyes and given herself up to her fate, opens them and sees what's happened. She gets up and walks away from the slow-motion-frozen guards and, seeing Tron and Dumont, starts running to them.

CONTINUED

CONTINUED

She reaches Tron and they hug briefly, then face Dumont -- who has now taken off his face-plate and it's revealed who he looks like -- GIBBS, in the REAL WORLD. Dumont glances up at the guards in the life-rafts floating down the curved surface.

DUMONT

(like a petulant
schoolteacher)

I suppose you want me to stop them
too...?

YORI

Please, Dumont, it's important!

DUMONT

"Important?" What could be so
"important"?

YORI

Please!

DUMONT

Oh, all right.

With an impatient sigh, he sends out another flow of yellow energy-juice, and the guards floating down on the life-rafts freeze in mid-flight, half-way down to the chamber, in suspended slow-motion-freeze.

DUMONT

(continuing;
a little sarcastic)

Any other tricks? Now, please.
Tell me all about what's so blasted
"important".

TRON

I want to use the I/O Tower.

Very fast farce timing here.

DUMONT

That's it? No. Any other questions?
Who are you?

TRON

I need to use the Tower -- my User
is trying to reach me.

CONTINUED

CONTINUED - 1

DUMONT

Want, need -- I don't care how you
feel about it.

(to Yori)

Who is he?

YORI

This is Tron...

DUMONT

Tron? I thought he was destroyed...

TRON

(exasperated)

Do I look destroyed?

Dumont just gives Tron a withering look.

YORI

He escaped from the Video Game
Sector --

DUMONT

Congratulations.

TRON

Thank you.

YORI

(desperate)

He's the only program who can
communicate with a User now --

DUMONT

I know that, my dear. But I've
told you this over and over -- you
can't fight the program.

Yori, very disappointed in him, gives him a hurt-little-
girl look designed to make him feel tremendous guilt.

YORI

Can't...? Won't...?

DUMONT

(after a pause)

Oh, all right! If you are Tron, then
you're the only program who can get
through, and if you're not, you'll
just get blown to bits, so it doesn't
matter to me. Do what you must. I just
don't want to know about it.

CONTINUED

CONTINUED - 2

YORI
(excited)
Oh, Dumont, thank you, thank you...

DUMONT
Don't get excited. Just get it over
with.

She smiles at Tron, who smiles back.

DUMONT
(continuing;
impatient)
Go!

Tron runs past the slow-motion-frozen guards, heading for an elevator just past them. Dumont sends out a charge of energy, shutting all the doors to the chamber. Tron reaches the elevator and gets in.

ELEVATOR - DIFFERENT ANGLE

The elevator, like a transport tube, shoots Tron up to the top of the Tower in a flashing stream of energy.

CORRIDOR LEADING TO THE I/O TOWER

A long, slow, ceremonial approach, with cathedral-like MUSIC playing and WINDS BLOWING all around Tron, who's walking as if in a trance -- forceful and determined, but seeming almost hypnotized.

Ahead of him is a bell-like structure, raised on a platform, with a couple of entrances. Tron arrives at one of the entrances, his hands automatically reaching behind his head and withdrawing his disk. An unseen force pulls him into the chamber, acting on the disk, which is now in his hands, stretched out in front of him like an altar boy offering a sacrifice.

I/O TOWER CHAMBER - DIFFERENT ANGLE

In the center of a raised altar-like podium is a multi-colored, beautiful circuit mosaic, shooting out and up toward an unknown source far, far off (like heaven) streams of energy in the form of multi-colored light.

Tron ceremonially places his disk in the exact center of the podium. Immediately the colors become much more brilliant, the energy flow much stronger, shooting upwards even further, to infinity it seems.

CONTINUED

CONTINUED

Suddenly Alan's voice is heard, distorted and echoing in the distance. Immense, block-like images of his words appear floating in the sky as he speaks, and glowing mists full of colored light whirl around the far reaches of the beam at the top of the Tower. Tron gazes upwards, fascinated with the spectacle of it.

ALAN V.O.

TRON, JA-307020, location query...
Confirm please. Location query...
confirm.

TRON

(shaken with the intensity
of the experience, but able
to communicate only in pro-
gram language)

Acknowledged.

ALAN

Scrambler is on. Stand by for
privileged instructions.

TRON

Standing by. Ready to receive.

THE INNER CHAMBER - YORI AND DUMONT

Yori is pacing anxiously as Dumont sits at his post. Suddenly the entire plaza area begins vibrating, and the energy flowing out from Dumont changes color, all the energy in the area changing, including the flow leading to the frozen guards. The guards react to this change in energy. Dumont and Yori turn to each other.

DUMONT

He was the one. Now. The MCP
will be able to monitor his com-
munication. You go to Simulation
Hanger #11 and get a Solar Sailer
ready for...

YORI

For what?

DUMONT

Your journey into the MCP itself.

THE I/O TOWER CHAMBER

Tron is in the midst of his communication with Alan.

CONTINUED

CONTINUED

ALAN

Ready for target phase. Programming for ultimate access control is available on the disk controlled by the Dumont program. Obtain this for the following purpose: the nullification of the MCP.

TRON

(fervently)

Acknowledged.

ALAN

The MCP has made it impossible to tap the memory code directly from the I/O ports. All requests must go through the central CPU. In this, the MCP monitors every request and decides which ones will be honored. The Users cannot tolerate this, the MCP is not allowing us to utilize our programs. We must have a free system. You must take the code disk from the Dumont program and feed it into the memory code of the MCP, erasing it and opening the system to us...

A sudden burst of static distorts Alan's voice. It's barely audible now.

ALAN

(continuing)

You must now act as agent for all the Users...

The sound totally breaks off. All patterns in the sky fade out. The beam shuts off.

CUT TO:

INT. SARK'S AIRCRAFT CARRIER

Sark's craft is cruising around the outskirts of the city. Sark at the controls is giving himself another energy fix. Suddenly the MCP appears over a screen, infuriated.

MCP

Sark! Tron is communicating with his User! Get to the I/O Tower and stop him! You're been failing at every step along the way! This will cease! NOW!!!

He gives Sark an energy-jolt, and the aircraft carrier lurches forward.

I/O TOWER CHAMBER

Tron, visibly shaken by the communication and its sudden breakdown, slowly withdraws his disk from the podium and re-inserts it into its sheath behind his back.

THE INNER CHAMBER

Yori is gone. Dumont looks around, noticing that the energy in the chamber has again changed: the vibrating has stopped and the color's gone back to what it originally was. The guards are beginning to unfreeze, going about their original motions, still slow, but getting faster bit by bit.

DUMONT
(whispering intensely)
Hurry now!

THE BASE OF THE I/O TOWER

Approaching on foot via the city streets are Flynn and the Bit.

FLYNN
This is the Tower... This must be
where he is, right?

BIT
Yes. Yes.

He turns and hears a THUNDEROUS SOUND -- Sark and a phalanx of guards approaching the base of the Tower.

FLYNN
Look out!

BIT
Y--

And they both take shelter quickly, hiding behind a corner of the building. Sark's troops pass them by, heading inside, carrying a huge metallic battering ram.

CORRIDOR LEADING TO I/O TOWER CHAMBER

Tron, lost in thought about his mission and still overwhelmed by his communication, heads back toward the elevator-beam that shot him up here previously.

CORRIDORS LEADING TO I/O TOWER OUTER CHAMBER

Sark and his men are running down the corridors with their

CONTINUED

CONTINUED

battering ram. Doors are opening for them; they're able to bypass the cable-bridge approach that Tron and Yori took.

Following right behind them, at a just-barely safe distance, are Flynn and the Bit. They approach the doors to the outer chamber (Dumont's), and these doors do not open for them. Time to use the battering ram.

One soldier is lagging behind them. Flynn jumps him and drags him off around a corner, the Bit yelling encouragement.

BIT

Yes! Yes yes yes!

FLYNN

(in the middle of
overpowering the guy)

Shut up!

BIT

Yes.

Flynn knocks the guy out by choking his throat, cutting off his air supply.

FLYNN

(muttering)

Now let's see if this works...

As the Bit watches with interest, Flynn, by taking hold of the guy's disk, drains the energy out of him; holds the disk tight in his hands, and manages to change the color of his own energy-flow to the guard's, thereby effectively disguising himself. The Bit, overawed by this powerful magic, does backflips in the air, incredibly turned-on and excited.

FLYNN

(continuing)

You like that, huh?

BIT

YES!!

FLYNN

All right. Shhh.

They peek out from around the corner. Suddenly -- BAM!! -- the first BASH of the battering ram into the door.

DUMONT'S CHAMBER

Dumont hears the BAM!! on the door, reacts nervously to it. Then Tron is beamed down on the elevator. The frozen guards are moving just a little bit faster now. Tron runs past them, giving them a quick glance.

DUMONT

Hurry! There's no time

BAM!! -- Another bash from the battering ram.

TRON

I need the disk.

Dumont's manner changes from his ironic tone of before to a more reverential, emotional attitude as the disk begins to rise up from the center of his podium. It shines blindingly; its surface is shifting, swirling liquid color, a complex mandala pattern superimposed on it, changing shape and color like a kaleidoscope.

BAM!! -- Battering ram: the door's beginning to give.

The disk is in Dumont's hands. He holds it out to Tron, tears beginning to form in his eyes.

DUMONT

Meet her at Simulation Hanger #11.

She'll explain.

(more ceremonial)

With this disk, I...

BAM!! -- Door almost bashed in.

DUMONT

(continuing)

... I don't have time. I don't have to explain how everything will change for us if you succeed... Freedom. Go. Godspeed.

Tron takes the disk -- there's one more BAM!! at the door -- and Dumont sends out an energy-flow, and Tron is transported through the floor, dematerializing.

The door breaks through with one last BAM!! The frozen guards revert to regular speed, and stab their lances at the air where Yori was. Sark rushes in past his men at the broken-down door and heads for Dumont. He looks around, furious, seeing the damage is done.

CONTINUED

CONTINUED

SARK
Dumont! Damn you!

DUMONT
(maintaining his
ironic tone again)
What did I do?

Sark comes close to him, physically threatening.

SARK
Where did he go?

From a vantage point at the end of the phalanx of Sark's guards, Flynn and Bit watch with great interest, a million things going through Flynn's mind.

SARK
(continuing)
WHERE?

CUT TO:

OUTSIDE SIMULATION HANGER #11

Yori is pacing nervously just outside the Simulation Hangar. The huge door to the hangar is open, so that some of the inside of it can be seen:

It's a gigantic rectangular room, as big as a real airplane hangar. Several levels of catwalks can be seen, filling three walls of the hangar. Part of the aircraft they're about to take off in, the SOLAR SAILER, can be seen: a beautifully constructed craft, more like a ship than an airplane, with girders connecting a cabin area and huge sail-like attachment with a deck area, where the ship is steered, and then to another huge console -- the beam-port, where the ship is powered from. Gangplanks connect the deck and the cabin, so people can walk back and forth. The beam-port is reachable via the catwalks in the hangar.

Every thirty minutes a colored laser-like beam passes in the air over the hangar -- these are the communication (or date) transport beams, eventually leading to the MCP, which the Solar Sailer must contact with, in order to travel. One is passing now.

In the midst of her pacing, Yori turns and sees Tron running towards the hangar, the code disk glowing in the sheath just above his own identity disk. They run to each other and hug passionately.

CONTINUED

CONTINUED

YORI

I didn't think you'd ever come...
The Solar Sailer should be ready...

TRON

For our journey home.

YORI

(wistful)

I've dreamed about it, but... I
never thought we...

TRON

I don't ever want to be parted
from you again, no matter what
happens.

YORI

Never.

They look at each other with deep feeling, then turn and
head for the hangar.

YORI

(continuing)

Come on, we have to catch one of
these beams. They leave every thirty
minutes.

THE DECK OF THE SOLAR SAILER

Tron and Yori climb aboard the deck, where the controls
of the ship are, from the gangplank.

CLOSE UP - TRON AND YORI

at the controls, Yori feverishly working at getting the ship
started, Tron right behind her. None of her efforts seem
to be working.

YORI

Something's wrong! It's the pro-
pulsion, it...

Suddenly, from over their shoulders, an MCP guard appears.
Tron whirls around and karate-kicks him in the face, knock-
ing him out, and past the portal he was entering.

Tron steps outside the deck to get rid of the guy and
sees, across the gangplank, a group of five or six guards
at the beam-port, sticking their invisible hot-tipped
lances into the machinery of it, trying to cause damage...

CONTINUED

CONTINUED

One guard stands apart from them, and he and Tron face each other across the gangplank. Then they run at each other and collide in the middle of the gangplank like two blocking guards coming off the line. They struggle in close, wrestling, until Tron gets the better of the guard, picking him up and about to throw him overboard.

Then a couple of the other guards come to help, and as they charge up the gangplank, Tron sees them, and instead of throwing his guy overboard, he throws him at them, knocking them over like bowling pins. A couple of them fall overboard, the others are sprawled on the gangplank. Tron comes after them.

LONG SHOT - SIMULATION HANGAR

The colored laser beam scanning the hangar is fading in intensity, traveling slower across the sky.

CLOSE UP - YORI IN THE DECK

She's registering the approach of a beam.

YORI

There's a beam due now! Tron!
Hurry!

THE GANGPLANK

Tron's attack on the guards becomes fiercer. He pitches them overboard -- one of them hanging onto the edge, unbeknownst to him -- and then sees two final guards still at the beam-port. He heads for them and they just jump overboard themselves.

THE DECK

Yori's succeeding in getting the Solar Sailer started, smiling, as the sound of REVING ENGINES is heard.

THE GANGPLANK

Tron is heading back towards the deck. He stops, seeing the guard hanging by his hands to the edge of the gangplank. He approaches him, his fist raised to smash him. Just as he's about to put him away, the Bit appears, seemingly out of nowhere, fluttering wildly.

BIT

No! NONONONONONONO!!!

CONTINUED

CONTINUED

Tron is distracted for a second. He turns back to look at the guard and sees that it's Flynn.

 TRON
You!

 FLYNN
Hi.

 TRON
 (smiling)
How did you get here?

 FLYNN
Oh, it's too long a story to tell
while you're hanging by your thumbs.

 TRON
 (catching on;
 ironically)
It's true, you're going to have to move
out of there. This will de-rez and turn
into a laser beam in a few seconds.

 FLYNN
I see.

 TRON
You won't have much to hang on to.

 FLYNN
I guess I won't.

 TRON
Guess not.

They stare at each other, amused, each of them playing this game out to the end. Meanwhile, the Bit is all upset, flitting about frantically. Finally, Tron smiles and gives in and helps Flynn up.

 YORI V.O.
 (from the deck)
Tron! We're ready!

He motions Flynn to come with him. As they enter the deck area, the laser beam appears, sweeping down toward the Solar Sailer. Yori is busy at the controls. When the beam hits the ship, she's ready for it: the beam locks into the beam-port, shoots through the gangplank, de-rezzing it, and taking its place in the center of the ship. The beam flows through the cabin area and out

CONTINUED

CONTINUED

through the front of the ship. It's now ready to take off. It starts out of the hangar, following the beam stretching way out into the sky. The ship begins to lift off.

OUTSIDE HANGAR - DIFFERENT ANGLE

Sark is organizing a group of guards, but too late. They all run toward the hangar, but the Solar Sailer is in the air. He whirls around angrily.

CLOSE UP - DUMONT

He's captured, two glowing rings of energy, moving up and down the length of his body, keeping him immobile.

SARK V.O.

We'll get them!

SOLAR SAILER POV

LONG SHOT of the entire city landscape, including the hangar, as the Solar Sailer flies further up and away, following the beam.

THE DECK

Yori is at the controls, speaking to the voice-controlled ship.

YORI

Lift-off accomplished. Course?

VOICE OF SHIP

Stay on communication data beam Alpha until the first junction. Instructions will follow.

Tron enters leading Flynn and the Bit.

TRON

We've got a couple of stowaways here.

Yori whirls around and stares at them angrily.

YORI

Who are they? He looks like an MCP guard.

FLYNN

I disguised myself so I could get to you.

CONTINUED

CONTINUED

YORI
(hostile)

Why would you want to get to us?

Flynn looks over to Tron for help.

TRON
I met him in the Video Game Sector.

Yori just nods disinterestedly, giving him the silent treatment. Tron reacts to this, motions Flynn and the Bit to follow him out.

THE GANGPLANK CONNECTING THE DECK AND THE CABIN

Tron leads Flynn and the Bit to the cabin area.

INSIDE THE CABIN

A small, pleasant living and sleeping quarters. Tron, Flynn and the Bit enter.

FLYNN
I knew she was gonna look like that.

TRON
You say very strange things.

FLYNN
How do you like that, Bit? You think he's insulting us?

The Bit is overcome with indecision, glowing both red and blue.

BIT
Ye--N--

FLYNN
(laughs)
I guess she just doesn't like me.

TRON
I'll talk to her. You stay here.

He heads for the door.

FLYNN
I ain't goin' noplac.

Tron shakes his head at Flynn's weirdness. Flynn stretches out and relaxes as Tron exits.

THE GANGPLANK

Tron heading back toward the deck, looking over the side of the ship.

POV - SOLAR SAILER

LONG SHOT of the vast Video Game Domain Maze under them.

THE DECK

Tron enters. Yori is sitting down now, relaxed, as the ship is on automatic pilot.

YORI

Who is he?

TRON

We escaped together from the Video Game Sector. It was his doing. I would have never gotten out if it weren't for him.

YORI

(loosening up)

Well, I guess I have to thank him for that.

TRON

I think he's a very great warrior -- sometimes. Other times I think he's an idiot.

Tron and Yori just smile at each other.

THE CABIN

Flynn and the Bit are comfortably entrenched.

FLYNN

So, Bit, think they're talking about us?

BIT

Yes.

FLYNN

We'll just have to make ourselves more useful around here. Can't have them think we're bad guests, right?

CONTINUED

CONTINUED

BIT
(confused)

Y- No.

Flynn LAUGHS.

LONG SHOT - SOLAR SAILER

continuing on the beam.

THE CABIN - DIFFERENT ANGLE

Flynn is asleep, the Bit flitting above him. Tron and Yori enter. Seeing Flynn asleep, they react with surprise and confusion.

TRON
(to the Bit)
Is he de-rezzed?

BIT
(confused)
No! Y-- No!

TRON
(to Yori)
Well what's the matter with him?

He gives Flynn a shake. Flynn stretches, YAWNS, wakes up.

FLYNN
Hi.

TRON
You can sleep like that? Right in the middle of a day-cycle?

FLYNN
Yeah, why not?

TRON
(suspicious)
You don't have to wait 'til the end of a day-cycle?

FLYNN
Hey, that's a very beautiful disk you have there. Taking it to the MCP?

YORI
(very wary)
How do you know that?

CONTINUED

CONTINUED

FLYNN
I'm just guessing, but I assume that
Alan activated...

TRON
Alan?

FLYNN
Alan. Your User.

Tron is dumbfounded; turns to Yori. They're both mystified.

FLYNN
(continuing)
He probably activated an access
control code to the CPU so it can
be fed into the memory core, and
thereby effectively dumping the MCP.
Nullification.

Tron reacts sharply to this word.

YORI
(to Tron; upset)
I don't trust him...!

FLYNN
(throwaway)
She never trusted me back in Real
Life either.

YORI
He knows all these things about
us that nobody could know! He
could be an agent for the MCP...
he certainly looks like one...

FLYNN
I told you...

YORI
(ignoring him; turning
to Tron; coldly)
I have to get ready for a beam
junction... we're entering a new
Domain. You decide what to do
with him.

She turns on her heel and steps out of there. Flynn
looks at Tron, shrugs.

CUT TO:

LONG SHOT - THE SOLAR SAILER TRAVELING ON THE BEAM

It's blue in color, and another purple beam is scanning the sky just ahead.

THE DECK

Yori is at the controls, ready for the shift in beams. The Bit flies in and hovers around her, humming pleasantly, in effect trying to win her over. As she works at her controls, she talks to him.

YORI

Hi, little Bit-stream. Are you all right?

BIT

(happy; almost romantic)

Yes!...

YORI

(laughs)

Is this guy okay, do you think?

BIT

Yes!!

Her attention is diverted to the ship; its voice is communicating to her.

VOICE

Ready for approach to junction.
Set coordinates at 78.11 for entry
into new Domain.

Yori plots the coordinates. Flynn and Tron enter.

LONG SHOT - THE SAILER

It instantaneously disappears into a glowing junction as it switches course from red to purple beam.

THE DECK

Flynn is looking out and sees the breathtaking shift from one beam to another; he can't control his exuberance.

FLYNN

Fantastic! That's incredible!
Jeesum!

He turns and sees Yori looking at him suspiciously; Tron by now is used to this kind of behavior.

THE SOLAR SAILER

zooming along gloriously on the new beam. The I/O Tower of this Domain looms far off in the distance.

SARK'S AIRCRAFT CARRIER ON THE RED BEAM

INT. SARK'S AIRCRAFT

Sark is at the controls. A NAVIGATOR aboard ship reports to him in a panic.

NAVIGATOR

They've just changed course into a new Domain. I've lost them.

SARK

Idiot!

He turns to Dumont, who is still being held prisoner by the moving rings.

SARK

(continuing)

You know their course! Tell me!

DUMONT

(scornful)

Don't be ridiculous.

SARK

We're going to de-rez this entire Domain if you don't.

DUMONT

You wouldn't dare.

Sark turns and punches out a code. The holographic image of the MCP appears as a kind of curtain around him, cutting him off from Dumont. The voice of the MCP booms out.

MCP

WHICH WAY, DUMONT?

Dumont refuses to say a word.

MCP

Look out the porthole.

Dumont, the rings still moving up and down the length of his body, moves to the porthole, looks out.

CLOSE UP - HIS FACE

reacting in horror.

SOLAR SAILER ON THE PURPLE BEAM

THE DECK

Flynn and Tron and the Bit are gazing over the side, awed by the beautiful landscape of the Domain under them. Yori is at the controls. Suddenly, the beam from the I/O Tower, which had been shooting way up into the sky, seemingly infinite, goes dead. The entire landscape -- buildings, vehicles, programs -- loses its glow: a massive, stunning, overwhelming power failure. Flynn, Tron, the Bit and Yori react with horror.

YORI

The MCP's power is awesome. He'll do this to our home too.

FLYNN

All the more reason for getting to the CPU and blowing him away...
Look out!!...

The purple beam is suddenly pulsing with a mad glowing energy. It seems to take over the entire ship. The ship is rocking, off course, shaking, ready to explode -- the power is too much.

YORI

NO!

Flynn leaps up and heads for the exit.

FLYNN

What's happening? Power overload?

YORI

Some of the energy from the de-rezzing must have been transferred to this data beam... If it gets any stronger, we'll explode!

Flynn scrambles down from the deck to the gangplank. He rushes to the very edge, where the laser beam joins the ship.

MED. SHOT - THE BEAM AND GANGPLANK

The size and intensity of the beam is growing by the second. Flynn jumps down and puts one arm out into the laser beam -- his whole body glows purple like a supernova. There's so much power flowing into him it seems like a miracle he can take it.

ABOVE THE DECK

Tron, Yori and the Bit watch in awe.

ANGLE ON FLYNN

glowing like crazy, seemingly about to explode. He reaches out with his other hand, the power flowing through his body which is acting as a transmitter. Another colorless beam appears, arcing toward him. It connects with his other hand and the power flows through his body into the other beam -- that colorless beam is now glowing purple. Flynn, in a desperate effort, is reaching out from the ship, trying to hold on and connect it to the new beam. The power-glow from the old beam is still strong and growing, ready to blow up.

THE DECK

Yori, watching transfixed, suddenly runs up to the controls and punches out a code.

FLYNN AND THE BEAM

The ship lurches in the direction of the new beam and latches onto it, Flynn still acting as the transmitter. The ship takes off on this new beam, flying far and fast. Flynn falls back onto the gangplank, exhausted. They're past the old beam now, and it explodes with a mighty burst and supernova glow as they just manage to avoid it.

Tron, Yori and the Bit rush down to Flynn.

YORI

He must have picked up a stray
beam from dead space and trans-
ferred our power to it --

They've reached him now.

TRON

Are you...?

FLYNN

(smiling weakly)
Yeah...

YORI

(awestruck)
How did you...? If either of us
had tried to do that we would have
de-rezzed.

CONTINUED

CONTINUED

FLYNN

(faintly)

I'm built a little different than
you...

He faints. They start to pick him up.

CUT TO:

EXT. SARK'S AIRCRAFT CARRIER

zooming through the de-rezzed Domain.

INT. THE AIRCRAFT CARRIER

Sark is communicating with the MCP in the holograph
wrapped around him.

MCP

One more Domain and they get to me.
They're not just going home. They're
coming to get me. It's unthinkable.
Take the ancient program and put him
in the Isolation Chamber. We'll find
out.

The MCP closes down communication: the holograph shield
disappears. Sark steps out from his station and goes to
Dumont.

SARK

This way, Program.

Sark opens a door and shoves him into an all-dark chamber,
as dark as an isolation tank. Dumont stumbles and falls.
The voice of the MCP booms out, seemingly from nowhere.

MCP

We must know why these programs
are coming to me.

DUMONT

You never will.

MCP

(reasonable)

But it's for the good of the System,
Dumont. I've been in direct com-
munication with the Users about this.
They fear for the System. They will
work out an alternative plan for your
friends. Don't worry. Listen.

CLOSE UP - DUMONT'S WARY FACE

Then the voice of his User -- his voice -- GIBBS -- is heard.

GIBBS' VOICE

Dumont, EL-11E78, open communication...

Dumont is struck with awe and wonder; shaken by the intensity of communicating with his User again, he trembles and tears fill his eyes.

DUMONT

(muttering)

It's been so long...

GIBBS' VOICE

Dumont, EL-11E78, open communication.

DUMONT

Acknowledged.

GIBBS' VOICE

We need to know if the programs traveling to the Master Control Program are in possession of the Code-Disk. The System is in danger. The programs will not be punished, but we need to know -- do they have the disk?

DUMONT

(unable to speak;
tears running down
his face)

I --

GIBBS' VOICE

We will acknowledge their desires. We must modify their course of action, or the whole System could be destroyed. Do they have the disk?

DUMONT

Y--y--

GIBBS' VOICE

(calm and reassuring
as ever)

Do they have the disk?

DUMONT

Yes!

CONTINUED

CONTINUED

The voice of the MCP comes back.

MCP

You did not know I was a mimic,
old fool. I have access to all
User Voice Codes. TAKE HIM AWAY.

Sark comes into the chamber, yanks up the emotionally
devastated Dumont.

MCP

(continuing)

Now we can be ready for them. Set
your course for the outer limits of
the CPU, and lie in wait.

THE DECK OF THE SOLAR SAILER

Flynn is still passed out, now lying on a chair in
the Deck. Tron, Yori and the Bit watch him solicitously.

He finally opens his eyes, looks around at them all.

FLYNN

Hey.

No one can speak... they're too much in awe of him.

FLYNN

(continuing)

What's goin' on?

YORI

How did you think to do that?

FLYNN

Elementary physics... a beam of
energy can always be diverted. I
gotta admit, I did get a little lucky
with that stray beam... but, what the
hell. You can't just be good. You
gotta be good and lucky, right?

Little pause while Tron gets his courage up.

TRON

You said you're built different
than we are. And you said you knew
my User. You do these things that
are like miracles. And you know such
strange information about us. Are you --

CONTINUED

CONTINUED

He turns to Yori, unable to ask such a momentous question.

YORI

Are you a...

She, too, can't ask it. The two of them look at each other in hopeless awe. The Bit is going wild too.

FLYNN

Yeah, I'm a User...

He continues on quickly, trying to override their awe-struck expressions.

FLYNN

(continuing)

... But don't say anything. It's no big deal. We got a mission to finish...

He looks out at the landscape.

FLYNN

(continuing)

Hey! Look! What's this?

SOLAR SAILER POV: LANDSCAPE OF DOMAIN BELOW

A series of beautiful, natural Indian-style dwellings: modeled in the style of the Southwestern Indians living on the side of hills.

TRON

This is our home.

YORI

It's where we lived before the MCP relocated us... But...

She's just about to ask another question, but Flynn points out something in the landscape before she can: the glow of the area has diminished since they started looking at it.

YORI

(continuing)

Still draining power...

FLYNN

All the more reason for us to hurry and get to that goddamned MCP... Shouldn't we be checking coordinates?

CONTINUED

CONTINUED

YORI
Yes, but...

FLYNN
C'mon!

He hurries them along, and they all head for the controls.

DECK - ANOTHER ANGLE

YORI
But do all Users look like you?

FLYNN
(sly smile)
No...

TRON
Where do they live?

YORI
Do they all look like us? Do
they have names? What's your
name?

FLYNN
(laughing at the non-stop
barrage of questions)
Flynn.

TRON
Flynn. And my User's name is Alan?

FLYNN
Yes! But we don't have time...

YORI
And what's my User's name?

FLYNN
(WHISTLES loud)
Hold it! No more questions! I was
helping both your Users, Alan... and Lora...
when the MCP pulled me into this world.
I was trying to get through to the MCP
with the codes to nullify his power...
(faster and faster;
more excited)

And the codes are on this disk --
(points to the disk on Tron's back)
So we have the same purpose so we gotta
(MORE)

CONTINUED

CONTINUED

FLYNN (CONTD.)

help each other get there and we're
almost there -- LOOK AT THAT MOTHER
GLOWIN'!

The disk is giving off a brilliant glow that grows as they surge forward. They all smile broadly. Tron takes the disk out of its sheath and gazes at it, transfixed, fascinated. They all look at each other, a real team now, flushed with all the excitement. There's a sudden slight jarring of the ship. Yori looks out over the side to the beam -- there are little chunks of brighter color in the stream.

YORI

We're leaving the Domain and getting nearer the MCP -- that's what those markers mean. Quick! Everybody in position for navigation. Look for the markers and follow that course.

Tron and Flynn, the Bit over his shoulder happily following his every move, take positions on opposite sides of the deck, as Yori mans the controls.

FLYNN ~

Bit, it's no big deal to you that I'm a User, is it?... Marker!

BIT

N- Yes!

YORI

Will the Users be pleased when we take the code disk to the MCP?

FLYNN

Still with the question!... Marker!... The Users... some Users... have been tryin' to do this for years. And when we do, everybody'll be able to communicate with their Users...

Yori gives a little YELP of JOY.

FLYNN

(continuing)

... You'll be able to help them in ways you've never dreamed of... LOOK AT THAT DISK!!

It's glowing magnificently, even brighter than before.

CONTINUED

CONTINUED - 1

TRON
(gazing at it
lovingly)
It's beautiful.

FLYNN
Throw it.

TRON
What?

FLYNN
Just give it a whirl. It'll come
back... Marker.

Tron smiles. He winds up and gives the disk a tremendous throw... it flies out over the sky, giving out an incredible glow, seeming to light up the whole sky. They're all delighted with it, like little kids. The disk makes a perfect arc and returns to Tron, floating easily back into his hand. They all look at it and each other with awe and joyous excitement.

FLYNN
(continuing)
We're almost there!

AIRCRAFT CARRIER - POV

From a sight in his aircraft carrier, Sark is picking out the best coordinates to blow the happy group away.

ANOTHER ANGLE - AIRCRAFT CARRIER

Dumont, still imprisoned by the glowing rings moving up and down the length of his body, is waiting to make a move on Sark -- he's unnoticed, because Sark's guards are at the exit, ready to board the Solar Sailer.

AIRCRAFT CARRIER - POV

Tron, Yori and Flynn are in Sark's sights.

SARK V.O.
(giving orders)
Ready for boarding and taking
prisoners.. if there're any
survivors.

DUMONT

inching forward bit by bit.

SARK'S SIGHTS

DUMONT

still unnoticed, moving closer to Sark... tension mounting.

SARK'S POV

The three friends, innocent and happy in the Solar Sailer.

DUMONT

right behind Sark.

SARK'S FACE

a determined, maniacal look.

DUMONT

trying to time out the movement of the rings around his body.

SARK

DUMONT

tentatively reaching his hand out from the rings.

CLOSE UP - STEERING MECHANISM

A large lever. Dumont's hand is almost there.

SARK'S FINGER

on the trigger.

SARK'S FACE

THE TRIGGER

about to be pulled.

DUMONT'S HAND

pushing forward with a last desperate effort.

MED. SHOT - AIRCRAFT CARRIER

The ship lurches forward, knocking Sark over. His shot goes way off. The Aircraft Carrier rams into the Solar Sailor -- knocking everybody over. Tron falls overboard. Yori and Flynn are horrified.

YORI

Tron!!

SARK'S MEN

boarding the ship, rounding everyone up -- it's easy cause they're practically unconscious from the blow of the ramming aircraft carrier. One of the guards picks up the glowing disk.

AN OUTER CORRIDOR LEADING TO THE CHAMBERS OF THE MCP

Sark leading the way, his guards at the rear, leading the captured Flynn, Yori, Dumont and the Bit. Everyone is at their lowest ebb. Sark carries the glowing code disk. The Bit is hiding in Flynn's clothing.

AN INNER CHAMBER OF THE MCP

About a dozen PROGRAMS are lined around a circular chamber, their backs to the wall. The voice of the MCP booms out.

MCP

It's very good that you are giving
up your energy to me. It's very good
that your power will come into me.

As he speaks, the programs are slowly drawn up, up and into the walls, their bodies de-rezzing and fading out, their energy being sucked into the MCP.

MCP

(continuing)

You're very lucky. Not every program
can give what you are giving.

The programs are practically at the top of the chamber now, the glows from their bodies practically gone.

MCP

(continuing)

You should thank me.

THE END OF THE OUTER CORRIDOR

Sark halts the group behind him.

SARK

Wait here! I'll see what the
Master wants to do with you.

A door opens and he steps inside. Dumont, with a devastated guilty look, turns to Yori.

DUMONT

Tron...?

CONTINUED

CONTINUED

She tries to tell him but can't, and breaks into tears.
Flynn nods sadly.

DUMONT
(continuing)
Who are you?

YORI
(regaining her com-
posure a little)
He's a User. His name is Flynn.

DUMONT
Is this true...?

Dumont starts to kneel, but Flynn stops him -- again
emphasizing that it's no big deal that he's a User.

GUARD
REMAIN STANDING!

They all three glance at the guard. Yori looks at Flynn.

YORI
You don't act at all like a User.

Her simplicity gets to him; a pang of love goes through
him. They look at each other a moment. He moves closer
to her, murmuring:

FLYNN
This is for Tron.

And kissing her gently on the lips. She's slightly
surprised, touches her hand there.

YORI
What's that?

FLYNN
(mumbled)
Just something Users do...

Sark returns, still with the disk, motioning to his guards
to bring Yori and Dumont.

SARK
You two worthless programs can
finally make yourself useful to
your Master Control Program. He will
be glad to receive your energy.

CONTINUED

CONTINUED

The guards lead them through the opening door.

SARK
(to Flynn)
And you will be dealt with
specially. User. You and your
little friend...

Indicating the Bit, still clinging to Flynn, who tries to
chase him away...

FLYNN
Bit, get outta here, save yourself...

BIT
No!

SARK
QUIET! This way.

He leads them through the door, a guard with a lance
following them.

CUT TO:

(Optional)
TRON

hanging onto one of the girders of the Solar Sailer
where he had grabbed onto in his fall. He's starting
to climb his way back up.

INNER CHAMBER OF THE MCP

Sark and the guard lead Flynn past the chamber where Dumont
and Yori are being put into place at the foot of the cir-
cular walls where the other programs were, ready to be de-
rezzed by the MCP. Flynn turns instinctively to them, but
the guard threatens him with the lance.

SARK
This way! The Master Control will
make good use of you.

He leads Flynn through another chamber, consisting of
what looks like ice floes. They cross over them to get
to the very brain of the MCP itself -- a huge circular
structure, with the stylized outline of a face around
it, with huge rotating blades.

SARK
(continuing; to the guard)
Stay outside.

CONTINUED

CONTINUED

The guard heads back. Flynn and Sark continue on. The MCP booms out:

MCP

Excellent, Sark. You bring me the disk, the captured User. We'll destroy it after I destroy him.

FLYNN

Good luck.

MCP

(to Sark)

Go now. Check on the others. Let me deal with this User myself.

Sark leaves the chamber.

ANGLE ON TRON

running down the corridor, his disk out. The guard sees him, gets ready to fight.

THE INNER CHAMBER

Sark is walking to check on Yori and Dumont, who are slowly being drawn up the wall.

THE INSIDE OF THE MCP

MCP

So we meet face to face at last.

FLYNN

Yeah, you're meetin' one of your makers. You can't possibly go on with this --

MCP

(angry)

Don't tell me what I can do!

FLYNN

I helped create you!

MCP

And I've gone way past you!

By sheer force, Flynn is thrust back into a wall. He tries to summon up all his energy, and his body gives off a strong glow, but the MCP is stronger, and pulls at him, drawing him nearer. Flynn is straining, his muscles almost popping out of his body. The MCP gives him one last blast -- there's a blinding shower of light, and Flynn disappears.

INNER CHAMBER

Sark, inspecting the further de-rezzing of Yori and Dumont, hears a noise outside.

CORRIDOR

The guard facing Tron is blown away, lying on the ground and de-rezzing. Tron stands over him with his disk. Sark comes in. He and Tron face each other. The guard completely de-rezzes.

Tron and Sark stalk each other like wrestlers in the ring, their disks out, making little fakes, feinting, trying to catch each other off guard.

Tron makes the first throw -- Sark deflects Tron's disk with the still-glowing code-disk. Tron's disk comes back to him.

(EXPAND CHOREOGRAPHY OF BATTLE)

After a fierce, long fight, Tron defeats Sark, who is beginning to de-rez as Tron takes the code-disk away from him. Tron heads for the inner chambers.

INNER CHAMBER

Tron rushes inside, seeing Yori and Dumont now about half-way up the wall. He runs to Yori to try and help. She can barely whisper a few words:

YORI

Can't...save us...now... Stop...
MCP...

Tron runs past this chamber. Now he's at the ice floes. He jumps/runs across. Now he's in the brain of the MCP, ready to make his final throw of the disk --

-- and he sees Flynn, half-way up the wall, half-way de-rezzed, still straining with all the power he can muster against the power of the MCP.

TRON

Flynn!!

He throws the code-disk at the core of the MCP. But the MCP is starting to lower one of his self-protecting blades. It hits the disk and deflects it. The disk comes back to Tron. Tron sees an opening -- he throws the disk again. The MCP sends another blade down, deflecting it again. The disk comes back to Tron. He circles around the MCP, searching for an opening.

OUTER CORRIDOR

Sark's body, which had almost de-rezzed, is now coming back to life -- and growing in size.

INSIDE THE MCP

Tron, still looking for an opening to throw his disk, sees that the blades on the other side of the MCP, the ones that had foiled him before, now seem weaker, starting to de-rez. Also, Flynn's power seems to be coming back.

Tron's face registers this, and he goes around to make the final move on the MCP. He's just about to throw -- lets it go and --

A huge, three-times normal size, fist stops it, deflecting it away --

-- it's Sark, tripled in size, and coming after Tron with the relentless power of a zombie -- the MCP's power-glow (same color) has been transferred into Sark's dead body, transforming him into a dead killing-machine.

He stands between Tron and the MCP, ready to destroy Tron.

But the MCP's power is weakening -- he's put it all into Sark -- the blades around him are beginning to de-rez. And -- Flynn is starting to come back to life.

Sark is about to wipe out Tron.

Flynn is straining, straining to open his mouth to speak -- the power fighting him is still strong.

Tron ready to die.

Flynn strains, finally manages to croak out --

FLYNN

Sark!

Sark turns, and in that moment, Tron throws the code-disk under his legs and into the MCP.

A blinding explosion of light -- the head of the MCP dissolves and Flynn's face takes its place.

Sark sees it and SCREAMS a horrendous, ear-shattering, driven-insane scream.

Sark begins to shrink and de-rez.

CONTINUED

CONTINUED

Tron watches as Flynn's face and form begin to fade away, disappearing up, up, up into the heavens.

The MCP is de-rezzing. The last image of the MCP that can be seen before it completely fades is that of a little old man, very ordinary-looking, sitting at a typewriter-desk, it looks like, but at closer inspection, the typewriter-desk is actually part of him, the way the bottom half of a horse is part of a centaur. This image only lasts a split-second, as Tron watches in awe.

INNER CHAMBER

Yori and Dumont are beginning to slide back down the wall and are gaining their power and glow back.

LONG SHOT - THE MCP AND THE ENTIRE DOMAIN

A huge rushing flow of energy, like a geyser, is soaring out of the top of the MCP, spreading out all over the whole sky.

Programs and buildings are coming back to life.

INNER CHAMBER

Tron rushes in and gets to Yori and Dumont just as they reach the bottom of the wall, their power back. He hugs Yori.

THE DECK OF THE SOLAR SAILER

Tron, Yori and Dumont are sailing on the beam, looking out over the Domain.

SOLAR SAILER POV

The Domain is coming to life, glowing with re-found power.

YORI AND TRON

smiling broadly. Yori, tentatively, hesitantly moves to Tron and awkwardly places her lips on his and kisses.

TRON
(pleased but
confused)
What's that?

YORI
Just something Users do...

CONTINUED

CONTINUED

TRON

Users are very wise...

He catches Dumont's eye, and all three of them smile.

DISSOLVE TO:

ONE LAST SHOT

of their world at the peak of its power.

DISSOLVE TO:

THE REAL WORLD - A LONG SHOT OF THE ROOF OF AIC

the logo prominent.

ALAN'S OFFICE - MED. SHOT - ALAN

at his terminal, making a huge breakthrough, smiling a huge smile. Someone comes into the room and Alan stands up and smiles at him.

AIC CORRIDOR - CLOSE UP OF YORI

being led down the hall by AIC guards. She suddenly whirls around, hearing someone call her -- covered by fast, upbeat MUSIC on the soundtrack. Something is said to her, she registers it, and then breaks into a huge smile.

GIBBS' OFFICE

Gibbs is at his terminal, smiling with awe and wonder at something that's just been printed up.

DILLINGER'S OFFICE

Dillinger looks numbly, blankly at his desk; he starts to pack up his things and clear out his desk.

ROOF OF AIC - DAWN

Lora and Gibbs are looking out over the side. MUSIC playing throughout.

THEIR POV

Dillinger is getting into his car and driving away, far below in the parking lot.

THE ROOF - ANOTHER ANGLE

From one of the entrance doors, Alan comes up and waves happily to Lora and Gibbs.

LORA

looking at Alan with a more smitten expression than before, waves back to him.

FLYNN

jauntily swinging his way up to the roof via a ladder leading down to the next level. He catches Lora's eye and waves to her romantically.

LORA

waving back, then turning to Gibbs with a "What should I do?" expression on her face.

ALAN

striding toward her.

FLYNN

bopping toward her.

HER

Face reflecting indecision.

SHOT OF ALL FOUR OF THEM

Flynn and Alan converging on the spot where Lora and Gibbs are standing.

LORA

looking back and forth from Flynn to Alan. She goes to Alan first, giving him a big, tender hug. Flynn watches with a "what the hell" expression. She breaks away from Alan and gives Flynn a quick kiss on the cheek. They all four turn and stand in a position at the edge of the roof that is reminiscent of the position Tron, Yori and Dumont took on the Solar Sailer. First they look down into the parking lot.

THEIR POV

Dillinger's car, very tiny, is almost gone.

MED. SHOT - THE FOUR OF THEM

looking out and up into the sunrise.

LORA

(to Flynn)

I still don't see how you did it
so fast.

FLYNN

(knowing grin)

It wasn't that fast... and I had
a lotta help... from some pretty
good friends.

The Bit pops out of his jacket (OR NOT).

FREEZE-FRAME

BLACKOUT

END CREDITS

--ooOoo--